

9 December 2019

## TARGET'S STATEMENT– PAGE INSERTED

The Company refers to the Target's Statement by Panoramic Resources Limited (**ASX: PAN**, "**Panoramic**" or "**Company**") released on ASX earlier today in response to the Takeover Offer from Independence Group NL (ASX:IGO).

Due to a technical error, a page was inadvertently omitted from the document. The Target's Statement has been corrected with a new page 73 inserted (headed with the title: "Attachment A: Defeating Conditions of the Offer").

The complete amended Target's Statement is attached.

**This ASX release was authorised on behalf of the Panoramic Board by:** Victor Rajasooriar,  
Managing Director & CEO

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Non-Executive Chairman

**VICTOR RAJASOORIAR**

Managing Director & CEO

**NICHOLAS CERNOTTA**

Lead Independent  
Non-Executive Director

**REBECCA HAYWARD**

Non-Executive Director

**GILLIAN SWABY**

Non-Executive Director

**TREVOR ETON**

CFO / Company Secretary

# Target's Statement

Panoramic Resources Limited (ABN 47 095 792 288)

**THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt about what to do, you should contact your broker or your legal, financial or other professional adviser as soon as possible.

This Target's Statement has been issued in response to the off-market takeover bid made by Independence Group NL (ABN 46 092 786 304) (**IGO**).

**THE PANORAMIC DIRECTORS UNANIMOUSLY RECOMMEND THAT YOU**

# REJECT

**THE OFFER FROM IGO**

**BY TAKING NO ACTION**

Panoramic Shareholders can call the Panoramic Shareholder Information Line on 1300 362 398 (within Australia) or +61 2 8355 1004 (outside Australia), on Monday to Friday between 9:00 am and 5:00 pm (AEDT) if they require assistance.

Financial Adviser



Legal Adviser



Geoff Rogers

# Important Information

To **REJECT** the Offer, you should TAKE NO ACTION in relation to all correspondence sent to you by IGO.

## Key Dates

	Date
Announcement of the Offer	4 November 2019
Bidder's Statement lodged with Panoramic, ASIC and ASX	22 November 2019
Date of the Offer and commencement of Offer Period	25 November 2019
Date of this Target's Statement	9 December 2019
Date for IGO to provide notice of status of Defeating Conditions <sup>1</sup>	19 December 2019
Close of the Offer (unless extended or withdrawn)	7:00 pm (AEDT), 27 December 2019

## Nature of this document

This document is a Target's Statement issued by Panoramic Resources Limited (ABN 47 095 792 288) (**Panoramic**) under Part 6.5 of the Corporations Act in response to the off-market takeover bid announced on 4 November 2019 by Independence Group NL (ABN 46 092 786 304) for all the ordinary shares in Panoramic. IGO is in the process of converting from a "No Liability" to a "Limited" company.

## ASIC

A copy of this Target's Statement has been lodged with ASIC on 9 December 2019. Neither ASIC nor any of its officers takes any responsibility for the content of this Target's Statement.

## No account of personal circumstances

The information contained in this Target's Statement does not constitute personal advice. In preparing this Target's Statement, Panoramic has not taken into account the objectives, financial situation or needs of individual Panoramic Shareholders. It is important that you consider the information in this Target's Statement in light of your particular circumstances. You should seek advice from your financial, legal or other professional adviser before deciding whether to accept or reject the Offer.

## Disclaimer as to forward-looking statements

Some of the statements in this Target's Statement may be in the nature of forward-looking statements. Forward-looking statements are subject to inherent risks and uncertainties. Those risks and uncertainties include factors and risks specific to the industry in which Panoramic and IGO operate as well as general economic conditions, prevailing exchange rates, interest rates and conditions in the financial markets. Actual events, results or outcomes may differ materially from the events, results or outcomes expressed or implied in any forward-looking statement. None of Panoramic, its Related Bodies Corporate or any of its officers or employees, nor any persons named in this Target's Statement or any person involved in the preparation of this Target's Statement makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward-looking statement, or any events or results expressed or implied in any forward-looking statement, except to the extent required by law. You are cautioned not to place undue reliance on any forward-looking statement. The forward-looking statements in this Target's Statement reflect views held only as at the date of this Target's Statement. Except as required by applicable law or the Listing Rules, Panoramic does not undertake to update or revise these forward-looking statements nor any other statements (written or oral) that may be made from time by or on behalf of Panoramic, whether as a result of new information, future events or otherwise.

## Disclaimer as to information on IGO

The information on IGO contained in this Target's Statement has been prepared by Panoramic using publicly available information (including information contained in the Bidder's Statement) and has not been independently verified by Panoramic. Accordingly, subject to the Corporations Act, Panoramic does not make any representation or warranty (express or implied) as to the accuracy or completeness of such information.

<sup>1</sup> If the Offer Period is extended, this date will be taken to be postponed for the same period.

IGO maintains a website at <http://www.igo.com.au>. Information contained in or otherwise accessible through this website is not part of this Target's Statement. All references to this website in this Target's Statement are for information purposes only.

### Risk factors

Panoramic Shareholders should note that there are a number of risk factors attached to their investment in Panoramic and other risks which apply in the event the Offer is accepted. Section 6 of this Target's Statement sets out further information regarding those risks.

### Foreign jurisdictions

The release, publication or distribution of this Target's Statement may be restricted by law or regulation in some jurisdictions outside Australia. Accordingly, persons outside Australia who come into possession of this Target's Statement should seek advice and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable laws or regulations.

This Target's Statement has been prepared in accordance with Australian law and the information contained in this Target's Statement may not be the same as that which would have been disclosed if this Target's Statement had been prepared in accordance with laws and regulations outside Australia.

### Privacy

Panoramic has collected your information from its share register for the purpose of providing you with this Target's Statement. Such information may include the name, contact details and shareholdings of Panoramic Shareholders and the names of persons appointed to act as proxy, attorney or corporate representative of Panoramic Shareholders. Without this information, Panoramic would be hindered in its ability to issue this Target's Statement. The Corporations Act requires the name and address of shareholders to be held in a public register. Personal information of the type described above may be disclosed on a confidential basis to Panoramic and its Related Bodies Corporate, Panoramic Shareholders and external service providers, and may be required to be disclosed to regulators, such as ASIC. If you would like details of information about you held by Panoramic, please contact the Panoramic Shareholder Information Line as set out below.

### Diagrams

Diagrams appearing in this Target's Statement are illustrative only and may not be drawn to scale. Unless stated otherwise, all data contained in charts, graphs and tables is based on information available at the Last Trading Date.

### Effect of rounding

Figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Target's Statement may be subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Target's Statement.

### Currencies

In this Target's Statement, references to "Australian dollars", "AUD", "\$", "A\$" or "cents" are to the lawful currency of Australia.

This Target's Statement may contain conversions of relevant currencies to other currencies for convenience. These conversions should not be construed as representations that the relevant currency could be converted into the other currency at the rate used or at any other rate. Conversions that have been calculated at the date of this Target's Statement (or any other relevant date) may not correspond to the amounts shown in the historic or future financial statements of Panoramic or IGO in respect of which different exchange rates may have been, or may be, used.

### Time

All references to time in this Target's Statement are to Sydney time.

### Defined terms

Capitalised terms used in this Target's Statement are defined in paragraph 1.1 of Schedule 1. The rules of interpretation that apply to this Target's Statement are also set out in paragraph 1.2 of Schedule 1.

### Panoramic Shareholder Information Line

If you have any questions in relation to the Offer, please contact the Panoramic Shareholder Information Line on 1300 362 398 (for calls made from within Australia) or +61 2 8355 1004 (for calls made from outside Australia) on Monday to Friday between 9.00 am and 5.00 pm (AEDT).

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# Letter from the Chairman and Lead Independent Director

# Letter from the Chairman and Lead Independent Director

9 December 2019

Dear Panoramic Shareholder,

## REJECT IGO'S OFFER FOR YOUR PANORAMIC SHARES

You will have recently received a Bidder's Statement from IGO outlining its unsolicited and highly conditional off-market scrip-based takeover offer to acquire all your Panoramic Shares (**Offer**). This Target's Statement sets out Panoramic's formal response to the Offer. IGO is not offering any cash for your Panoramic Shares, but instead one (1) IGO Share for every 13 of your Panoramic Shares.

Panoramic has experienced a number of short-term challenges in bringing its most important development asset, Savannah North, into operation in a timely and cost-effective manner. Despite these short-term challenges, the Board remains of the view that the Savannah operation (including the Savannah North orebody) remains a high quality and strategic asset with a long mine life. However, the short-term challenges have resulted in an unexpected and pressing need for further capital. It is against this backdrop that IGO's unsolicited and highly conditional Offer was received.

Whilst the Board understands that shareholders have a right to be disappointed and frustrated at the need to raise further capital, the Board is also firmly of the view that, until such time as a compelling and superior alternative emerges, Panoramic's existing shareholders who have supported the Company through the restart process, should also have first opportunity to fund and retain greater exposure to the expected benefit from the development of Savannah North. **Your Directors have therefore carefully considered whether the Offer represents a better alternative and have formed the view that is not the case.**

It is on this basis that on 5 December 2019 Panoramic announced a fully underwritten (subject to conditions), pro-rata, accelerated, non-renounceable entitlement offer on the basis of one (1) new Panoramic Share for every six (6) Panoramic Shares at an issue price of \$0.30 per new Panoramic Share to raise \$32.7 million (before costs) (**Entitlement Offer**). The proceeds of the Entitlement Offer will be used to repay the short-term Zeta Loan and meet Panoramic's working capital requirements as it progresses the development of Savannah North and implementation of the plan outlined in the Operational Review announced on 4 December 2019.

The Entitlement Offer will provide all eligible Panoramic Shareholders with the opportunity to participate and retain exposure to the Savannah operations as well as its PGM assets and other listed investments. Further details on the Entitlement Offer are set out in section 4.5 of this Target's Statement.

Your Board has carefully considered IGO's Offer to assess whether it is in the best interests of Panoramic Shareholders. **Your Directors are unanimously of the view that you should REJECT the Offer, for the following key reasons:**

1. The Offer is opportunistically timed, which could deprive Panoramic shareholders of future potential value
2. Your exposure to Panoramic's assets and potential upside will be significantly diluted through accepting the Offer
3. Your nickel exposure will be significantly diluted through accepting the Offer
4. The Offer Consideration is IGO shares, which based on several objective measures appear to be trading at an elevated valuation, presenting downside risk to the implied Offer value
5. If you accept the Offer, you risk missing out if a superior offer from a third party emerges
6. Panoramic's largest shareholder, Zeta Resources, has stated that it does not intend to accept the Offer in its current form<sup>2</sup>
7. The Offer is highly conditional and there is no certainty it will proceed.

Section 1 contains further information in relation to each of these reasons.

The Board has also commissioned the Independent Expert, KPMG, to prepare a report on the Offer, which will be provided prior to the close of the Offer. The Directors will review their recommendation at this time.

**To REJECT IGO's Offer, simply ignore all documentation sent to you by IGO.**

I urge you to read this Target's Statement in full and to seek any independent financial, legal, taxation or other professional advice that you require before deciding whether or not to accept the Offer.

Your Directors will continue to keep you informed on all material developments in relation to the Offer. If you have any questions in relation to this Target's Statement or your shareholding in Panoramic, please call the Panoramic Shareholder Information Line on 1300 362 398 (for calls made from within Australia) or +61 2 8355 1004 (for calls made from outside Australia) Monday to Friday between 9.00 am and 5.00 pm (AEDT).

Thank you for being a Panoramic Shareholder.

Yours sincerely

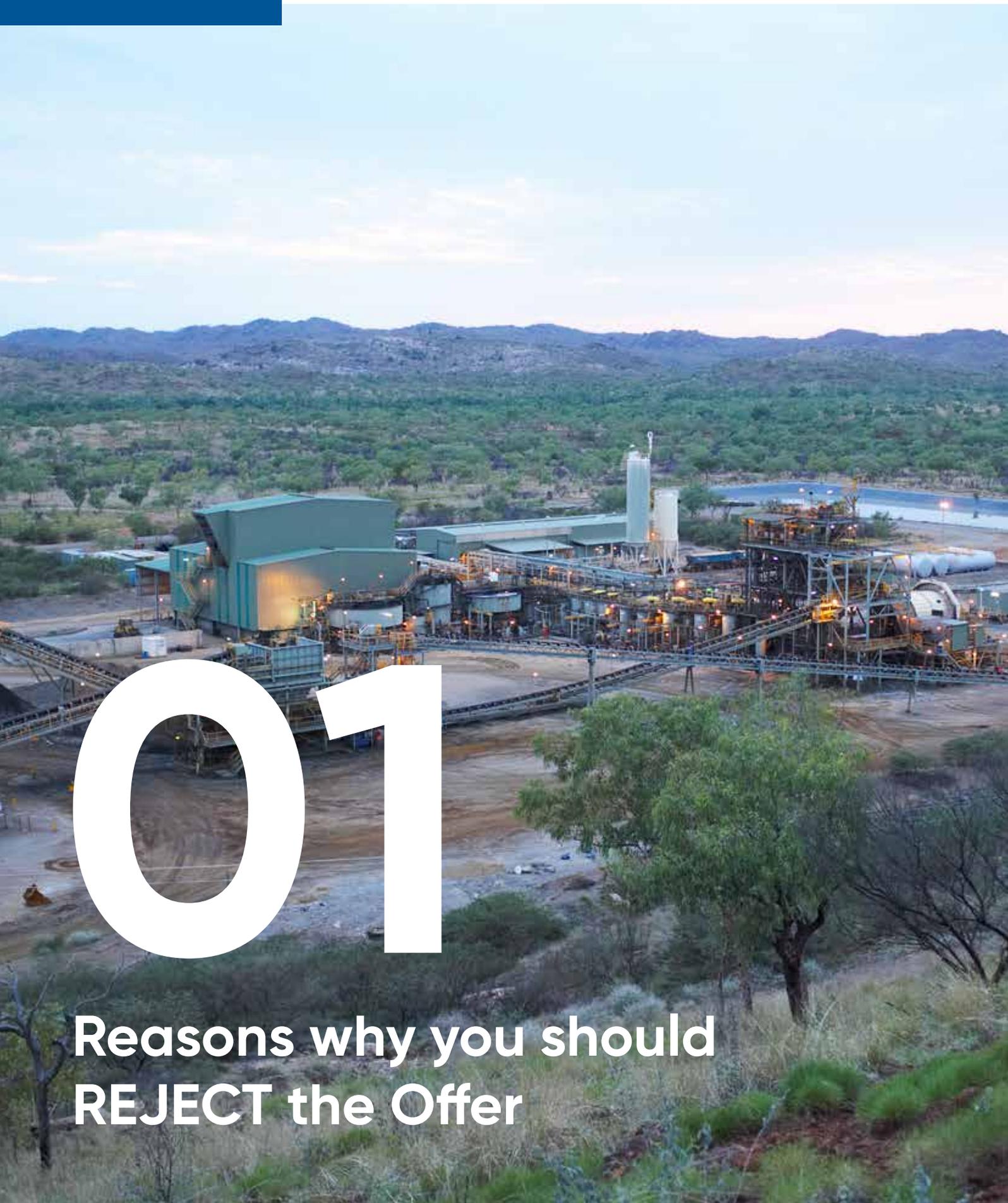


Peter Sullivan  
**Non-Executive Chairman**



Nick Cernotta  
**Lead Independent Director**





# 01

Reasons why you should  
**REJECT** the Offer

# 1 Reasons why you should **REJECT** the Offer

## 1.1 Summary of reasons to **REJECT** the Offer

Based on the information currently available to them, the Directors of Panoramic unanimously recommend that Panoramic shareholders **REJECT** the Offer.

In addition, the Board has commissioned KPMG to complete an Independent Expert's Report which will be available prior to the close of the Offer. The Directors of Panoramic will review their recommendation once this is available.

The Directors reasons for recommending that Panoramic shareholders **REJECT** the Offer are:

- 1** The Offer is opportunistically timed, which could deprive Panoramic shareholders of future potential value

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- 2** Your exposure to Panoramic's assets and potential upside will be significantly diluted through accepting the Offer

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- 3** Your nickel exposure will be significantly diluted through accepting the Offer

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- 4** The Offer consideration is IGO shares, which, based on several objective measures appear to be trading at an elevated valuation, presenting downside risk to the implied Offer value

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- 5** If you accept the Offer, you risk missing out if a superior offer from a third party emerges

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- 6** Panoramic's largest shareholder, Zeta Resources, which holds 35.17% of Panoramic, has stated that it does not intend to accept the Offer in its current form

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- 7** The Offer is highly conditional and there is no certainty it will proceed

Further information in relation to each of these reasons is set out below in section 1.2.

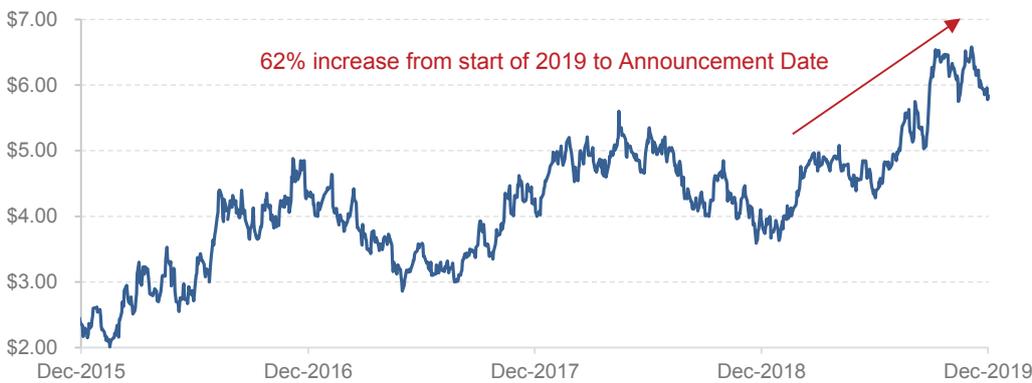
1.2 Further information on reasons to REJECT the Offer

1 The Offer is opportunistically timed to deprive Panoramic shareholders of future potential value

a) The Offer takes advantage of recent strength in IGO's share price

On the last trading day prior to the Announcement Date, IGO shares closed at \$6.40, 62% higher than at the commencement of 2019. On 8 November 2019, IGO shares closed at \$6.58, their highest closing price since May 2011. On the Last Trading Date, IGO shares closed at \$5.84.

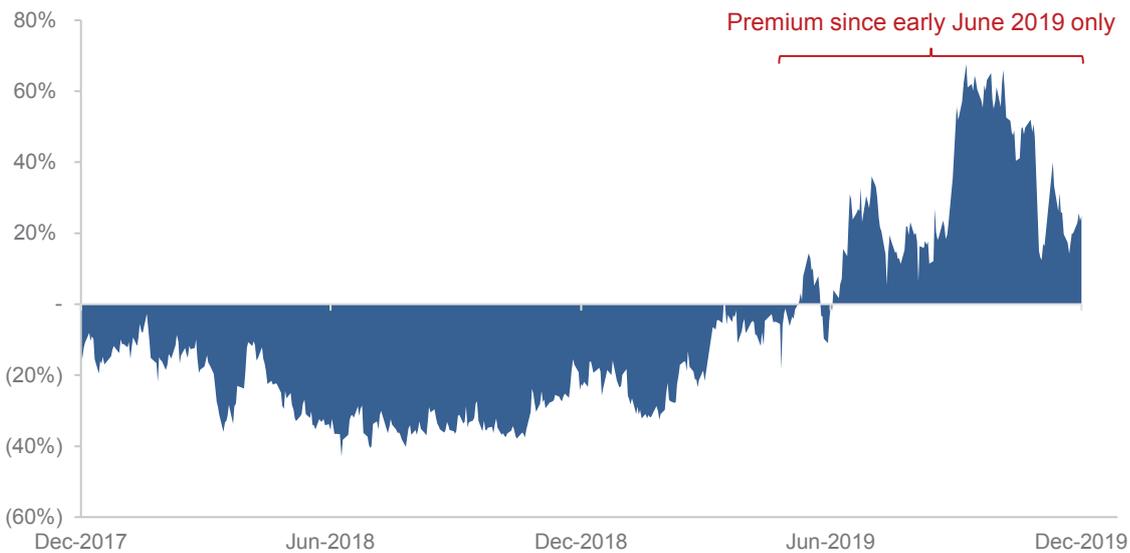
Figure 1: IGO Historical Share Price – Last 4 Years



Source: Bloomberg

For most of the last two years, the Offer Consideration represented an implied discount to Panoramic's Share price. The Offer Consideration has only represented a premium to Panoramic's Share price since early June 2019.

Figure 2: Implied Offer Premium / Discount – Last 2 Years



Source: Bloomberg

**b) *The Offer takes advantage of Panoramic's short term operational and financial underperformance, and resulting share price weakness***

Concentrate production from the Savannah Project restarted in December 2018. Until November 2019, ore supply to the processing plant had been solely from mining of remnants within the Savannah orebody, which was previously mined between 2004 and 2016.

To date, mining the remnant ore at Savannah has presented Panoramic with various operational challenges, including:

- reduced availability of some high-grade stopes due to a localised seismic event;
- lower nickel grades due to hanging wall failure and paste dilution;
- additional rehabilitation of access drives;
- underperformance of the underground paste filling system;
- equipment availability issues; and
- intermittent manning issues.

These factors led to lower production and higher costs during the ramp-up of the mine, as well as delayed access to the Savannah North orebody.

This has required Panoramic to raise additional capital, which was not expected at the time of starting the Savannah redevelopment. In turn, the Panoramic Board believes this has impacted short-term investor sentiment and negatively impacted Panoramic's Share price.

**c) *Accepting the opportunistic Offer could reduce your exposure to near-term improvements in operational performance, particularly with recent access to the Savannah North orebody***

On 20 November 2019, Panoramic announced that it had reached and commenced mining the high-grade Savannah North orebody, which was discovered in 2014 and has never been mined previously. Panoramic expects significantly improved mining conditions at Savannah North compared to the remnant ore mining at Savannah.

Following completion of the Operational Review (as announced to ASX on 4 December 2019) (see section 4.4 of this Target's Statement), the Board considers that the risk of further operational setbacks is reducing and Panoramic is better positioned to realise value from the strategic Savannah operations, particularly having now reached the Savannah North orebody. Key reliability and productivity opportunities assessed within the Operational Review and set to be implemented rapidly include:

- development acceleration, increased operational reliability and productivity gains through a planned transition to a predominantly contract mining model; and
- diversification of backfill sources and utilisation.

**d) *The Company's management has recently been refreshed***

Panoramic has recently appointed a number of new executives to its senior management team, including Mr Victor Rajasooriar (CEO) and Mr David Hume (General Manager, Savannah). Panoramic will also shortly appoint a new CFO and company secretary to replace Mr Trevor Eton, who announced his intention to retire in January 2020.

The Board believes the refreshed management team has the experience and credentials to improve the operational outcomes at Savannah and the financial performance of the Panoramic Group.

Mr Victor Rajasooriar was appointed as Managing Director and CEO on 23 October 2019. Mr Rajasooriar is a mining engineer with extensive project development and operational experience built over 25 years in the mining industry.

Mr David Hume was appointed General Manager of Savannah in November 2019. Mr Hume has significant underground operational management experience gained from working in a range of senior roles across Australia and overseas.

e) **The Company's cash position will shortly be significantly strengthened by completion of the Entitlement Offer**

On 5 December 2019, Panoramic announced a \$32.7 million Entitlement Offer, which is supported by key shareholders including Zeta (see section 4.5 of this Target's Statement).

The proceeds of the Entitlement Offer will be used to repay the short-term Zeta Loan and meet Panoramic's working capital requirements as it progresses the development of Savannah North and implementation of the plan outlined in the Operational Review announced on 4 December 2019.

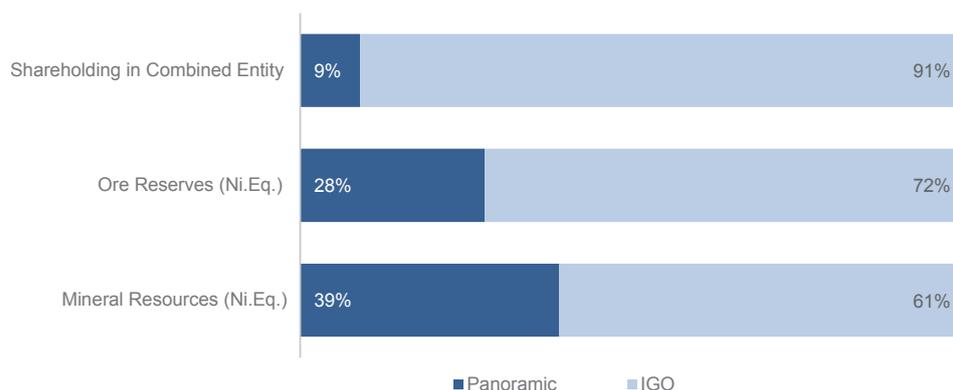
**2 Your exposure to Panoramic's assets and potential upside will be significantly diluted through accepting the Offer**

a) **The Offer materially dilutes your exposure to Panoramic's Ore Reserves and Mineral Resources**

If the Offer succeeds, Panoramic shareholders will hold only approximately 9% of the Combined Entity<sup>3</sup>, but will have contributed:

- 28% of the contained nickel equivalent tonnes in the Combined Entity's Ore Reserves; and
- 39% of the contained nickel equivalent tonnes in the Combined Entity's Mineral Resources.<sup>4</sup>

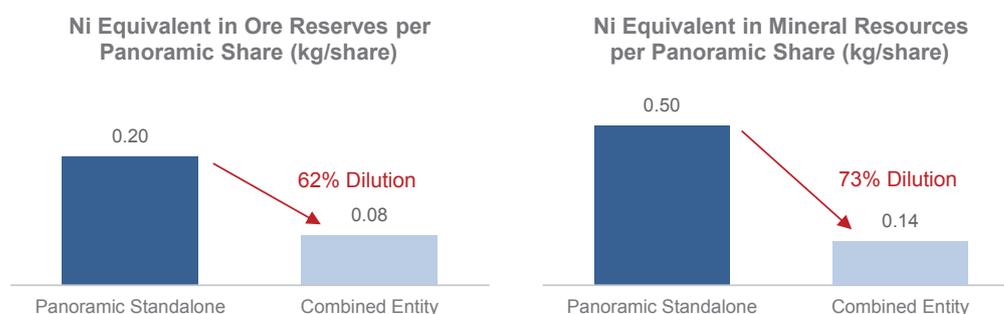
Figure 3: Pro forma Ni.Eq. Contribution Analysis<sup>5</sup>



Source: Panoramic analysis

Consequently, Panoramic shareholders who accept the Offer will suffer significant dilution in their implied exposure to contained nickel equivalent tonnes in Ore Reserves and Mineral Resources.

Figure 4: Pro forma Nickel Dilution for Panoramic Shareholders (kg/share)<sup>5</sup>.



Source: Panoramic analysis

<sup>3</sup> Assumes the Offer is extended to new Panoramic Shares issued under the Entitlement Offer. This may or may not occur.

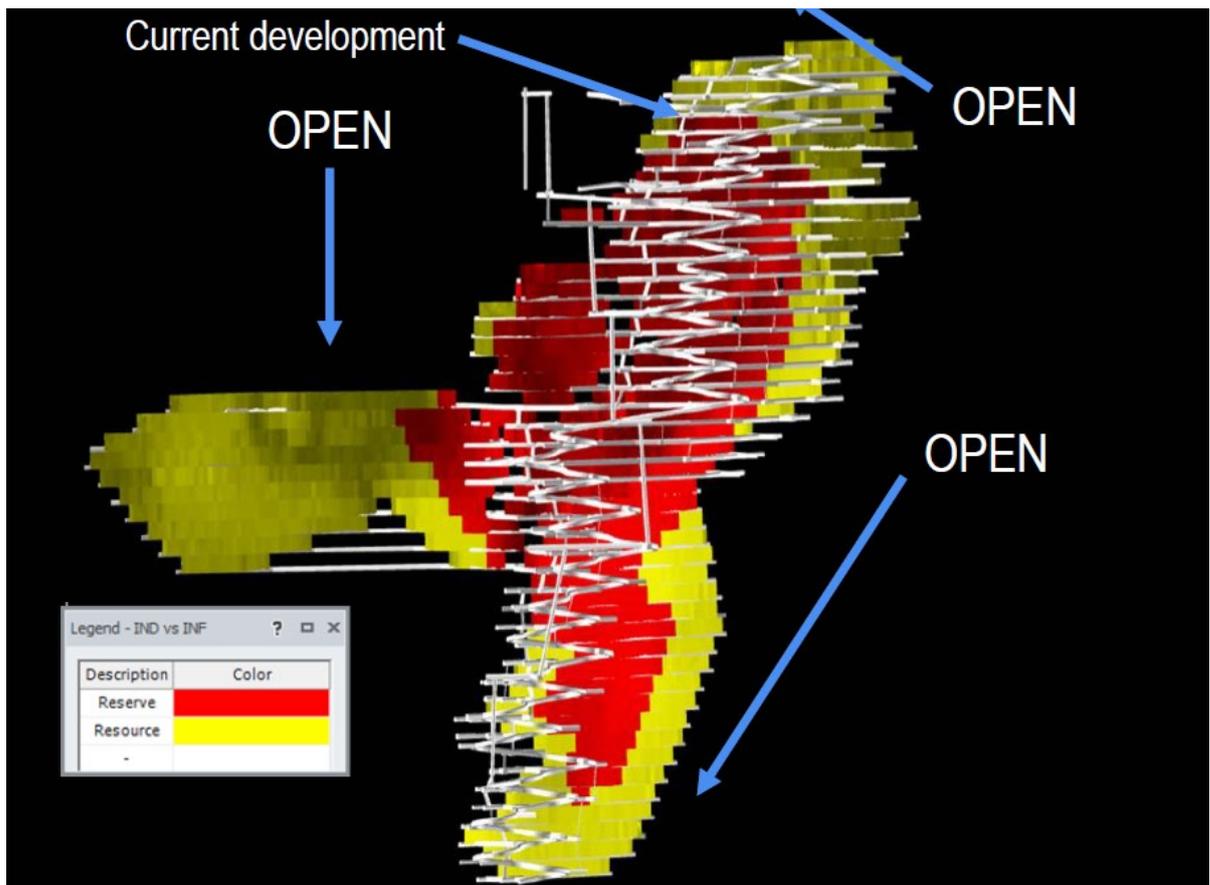
<sup>4</sup> Panoramic Mineral Resources include 51% of Horizon Gold's Mineral Resources but exclude the Thunder Bay PGM Project which is the subject of a conditional sale agreement as described in section 8.3 of this Target's Statement and the Panton Project which is under review.

<sup>5</sup> Nickel equivalent values calculated using the formula  $Ni.Eq. kt = ((Ni kt * Ni Price) + (Cu kt * Cu Price) + (Co kt * Co Price)) / Ni Price$  and commodity price assumptions of A\$19,146/t for nickel, A\$8,577/t for copper, A\$51,673/t for cobalt and A\$2,163/oz for gold, as at 4 Dec 2019. Assumes the Offer is extended to new Panoramic Shares issued under the Entitlement Offer for the purposes of this calculation. This may or may not occur.

**b) The Offer materially dilutes your exposure to potential future growth in Panoramic's Ore Reserves and Mineral Resources**

As shown in Figure 5 below, in several places within the current mine plan for Savannah North, Inferred Resources sit adjacent to current Ore Reserves and in proximity to the planned underground workings. Once further development has occurred into the orebody, additional underground drilling is anticipated to be undertaken, which the Panoramic Board believes will lead to improved definition of these Inferred Resources, increasing the probability of converting a meaningful proportion of them to Measured and Indicated Resources.

Figure 5: Savannah North Exploration Upside



Source: Panoramic 2019 AGM Investor Presentation

Mineral Resource drilling of Savannah North is mostly confined to the Upper and Lower Zones. Only approximately half of the Upper Zone mineralisation has been adequately drill-tested and remains open up-plunge to the east and down-plunge to the north-west. The Lower Zone remains open down-plunge to the north.

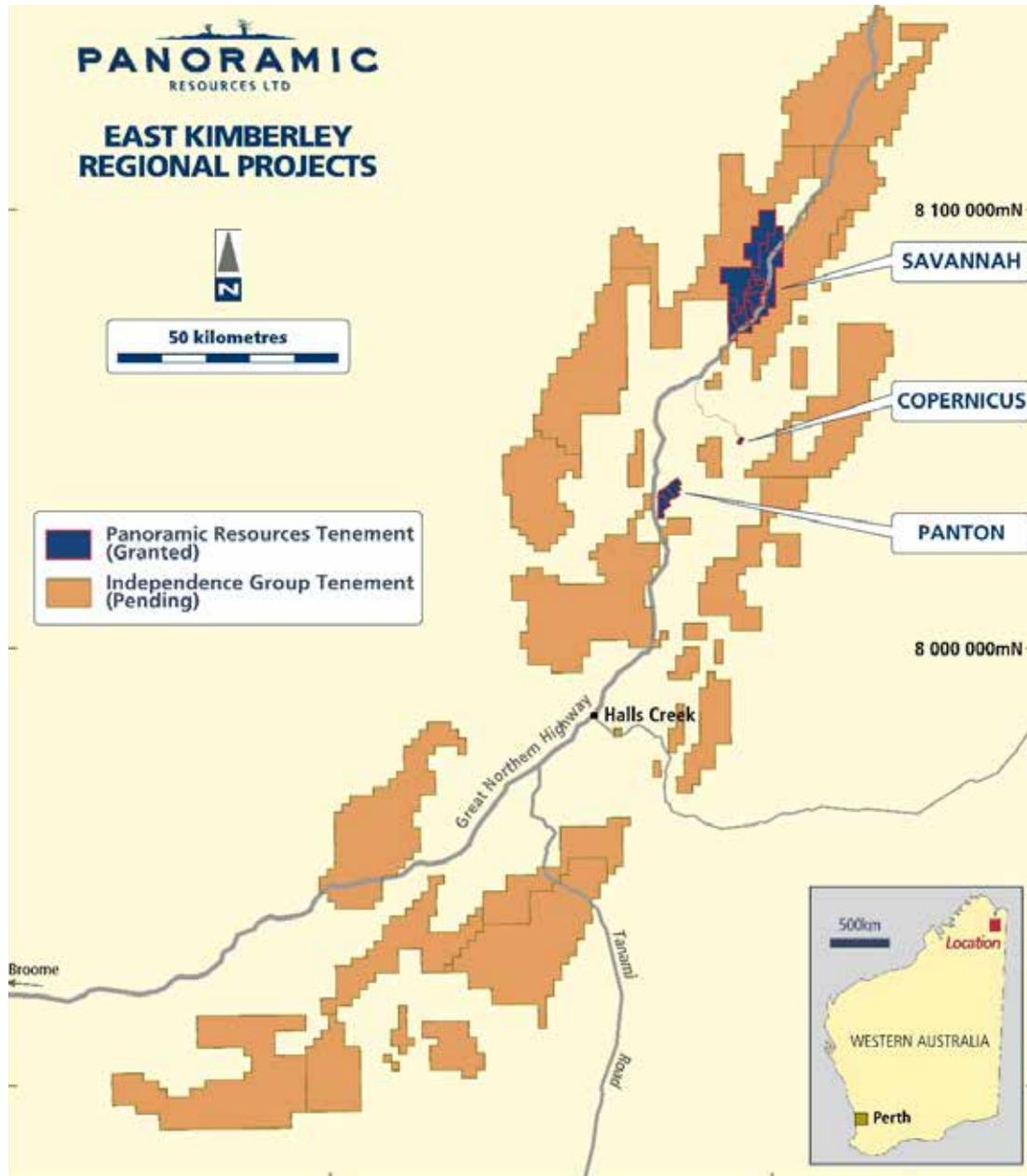
Exploration drilling and associated down-hole electro-magnetic surveys indicate the Savannah North mineralisation may extend beyond the currently defined Mineral Resource. Given this, the Panoramic Board is optimistic that the life of the Savannah mine can be further extended in the future.

**c) The Offer materially dilutes your exposure to the strategic value of the Savannah operations**

The Savannah operations (including plant and associated infrastructure) have strategic value, as Savannah is the only operating base metals mine and plant in a broader region that, in the Panoramic Board's opinion, has strong potential for new base and precious metals discoveries.

IGO has also identified this opportunity, having pegged over 6,000km<sup>2</sup> of exploration tenure around Savannah, as shown in Map 1 below.

Map 1: Savannah regional tenure



However, IGO is not the only party to have identified this. Other parties have made informal and confidential approaches to Panoramic about potential corporate transactions in the past. The Panoramic Board has not found these approaches sufficiently attractive to warrant engagement.

**d) The Offer materially dilutes your exposure to Panoramic's other assets**

In addition to Savannah, Panoramic has a number of assets in its portfolio including a 51% shareholding in Horizon Gold Limited (ASX:HRN) (Horizon Gold), which owns 100% of the Gum Creek gold project located near Wiluna in Western Australia, and platinum group metals via its Panton and Thunder Bay North projects (the latter of which is subject to the conditional sale agreement discussed in section 8.3 of this Target's Statement).

On 20 November 2019, Horizon Gold released a scoping study into the potential open pit mining and toll treatment of high-grade gold ore from the Swan and Swift deposits at its Gum Creek gold project.

Under the terms of the Offer, Panoramic shareholders' exposure to these assets will also be significantly diluted.

### 3 Your nickel exposure will be significantly diluted through accepting the Offer

#### a) Panoramic shareholders' exposure to nickel would be significantly reduced in the Combined Entity

Nickel accounts for a higher percentage of the value of Panoramic's Ore Reserves, Mineral Resources and anticipated production than IGO.<sup>6</sup>

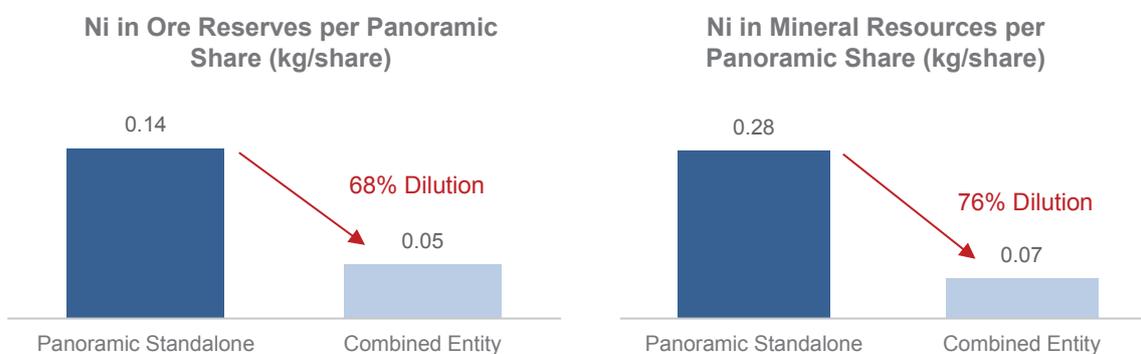
Figure 6: Comparison of Nickel Relative to All Commodities (Ni.Eq. Basis)<sup>6</sup>



Source: Panoramic analysis

Consequently, Panoramic shareholders who accept the Offer will suffer significant dilution in their implied exposure to nickel metal in Ore Reserves and Mineral Resources.

Figure 7: Dilution of Nickel Exposure for Panoramic Shareholders (kg/share)



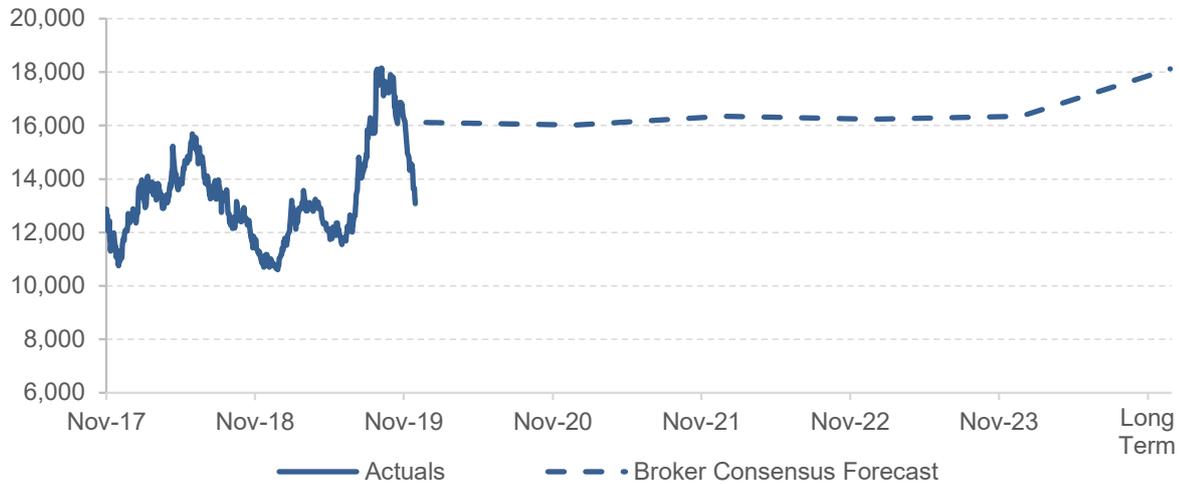
Source: Panoramic analysis

#### b) Your Directors believe the demand and supply outlook for nickel should create a favourable future pricing environment for Savannah's nickel sulphide product

The USD nickel price has increased 21% in 2019 (as at the Last Trading Date), with this increase having peaked at 68% in September 2019. This has been driven by a combination of the Indonesian Government's announcement to implement an export ban on unprocessed nickel ore, continuing supply shortages and the recognition of nickel's role in the expanding electric vehicle market and required battery manufacturing. Despite the recent pull-back in nickel prices, the Board remains confident in the pricing outlook, reinforced by the broker consensus view on the long-term price forecast in Figure 8 below.

<sup>6</sup> Nickel equivalent values calculated using the formula  $Ni.Eq. kt = ((Ni kt * Ni Price) + (Cu kt * Cu Price) + (Co kt * Co Price)) / Ni Price$  and commodity price assumptions of A\$19,146/t for nickel, A\$8,577/t for copper, A\$51,673/t for cobalt and A\$2,163/oz for gold, as at 4 Dec 2019. Assumes the Offer is extended to new Panoramic Shares issued under the Entitlement Offer for the purposes of this calculation. This may or may not occur.

Figure 8: Historical and Forecast Nickel Price (Broker Consensus, US\$/t)<sup>7</sup>



Source: Bloomberg, broker reports

Supporting this view, the Board is of the opinion that:

- i. current London Metal Exchange nickel stocks are at record lows;
- ii. primary nickel demand growth is expected to exceed primary nickel supply growth, particularly over the short-medium term;
- iii. the medium-long term nickel market is also likely to run a deficit, with political risk potentially continuing to affect supply from large production countries, such as Indonesia; and
- iv. nickel's primary use in batteries is expected to increase significantly, fuelled by the high growth rate of take up expected for electric vehicles, and compounded by the increasing preference for higher nickel intensity batteries (i.e. more nickel per battery).

Having regard to these factors and the consensus forecasts noted in Figure 8, the Board is of the view that medium-to-long term nickel prices are expected to rise. However, the Board notes that the nickel price fluctuates due to a variety of factors including supply and demand fundamentals, international economic and political trends, expectations of inflation, currency exchange rate fluctuations, interest rates, global or regional consumption patterns and speculative activities. There can be no assurance that the forecast broker consensus nickel price in Figure 8 will be achieved.

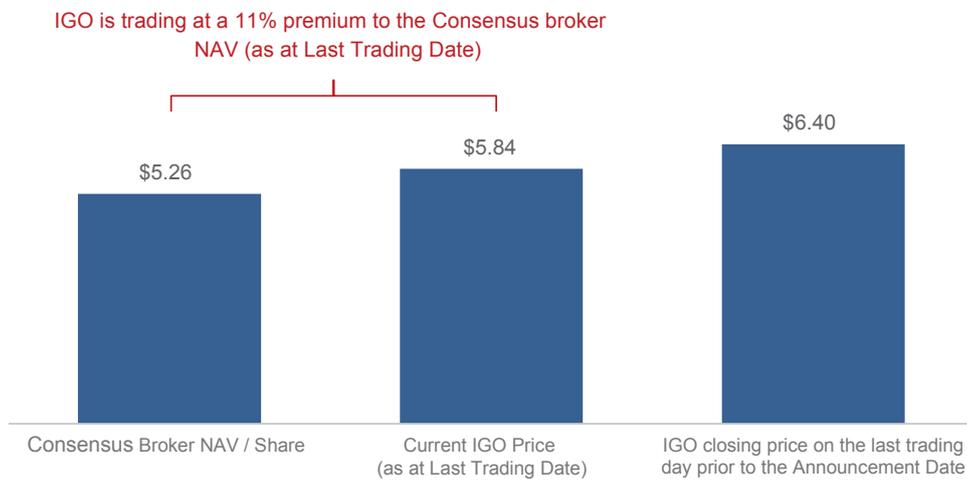
**4 The Offer consideration is IGO shares, which, based on several objective measures appear to be trading at an elevated valuation, presenting downside risk to the implied Offer value**

The Offer Consideration is one (1) IGO share for each 13 Panoramic Shares. Based on several objective measures as set out below, IGO's shares appear to be trading at an elevated valuation. Therefore, the Board considers IGO's shares to be an unappealing form of consideration for your Panoramic Shares given the downside risk apparent in the value of IGO shares.

On the last trading day prior to the Announcement Date, IGO shares closed at \$6.40. This is above all the net asset values (NAV) ascribed to them in eight recent broker reports (which range from \$4.30 to \$6.18 per share), and 22% higher than the average of those NAVs of \$5.26 per share (Consensus NAV).

Illustrating this point, between the Announcement Date and the Last Trading Date, the IGO share price, and therefore the value of the Offer Consideration, has declined by approximately 9%, implying an Offer value of \$0.45 per Panoramic Share.

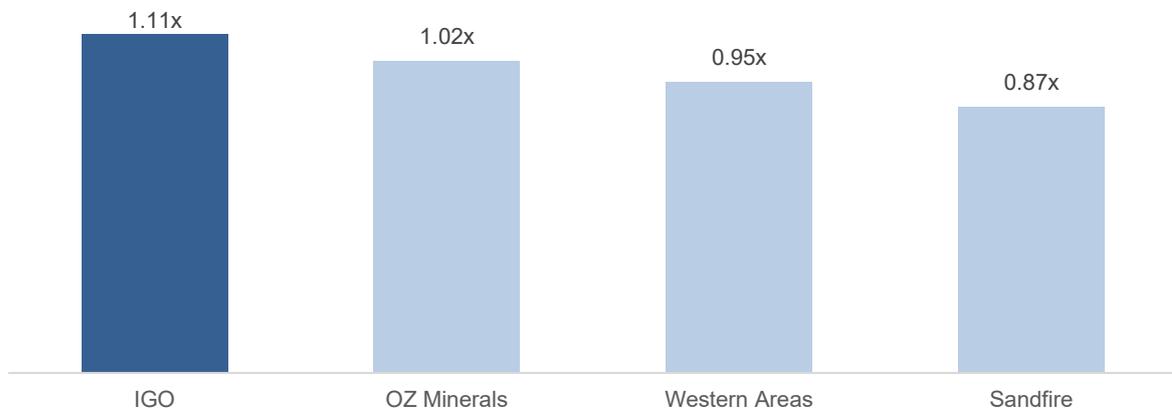
Figure 9: IGO Consensus Broker Net Asset Value (NAV) Per Share<sup>8</sup>



Source: Bloomberg, broker reports

Despite this, IGO continues to trade above the Consensus NAV by 11%, which is a higher Price to Consensus NAV (P/NAV) than IGO's ASX-listed producing base metal peers.<sup>9</sup>

Figure 10: P/NAV Multiples of ASX-listed producing base metal peers



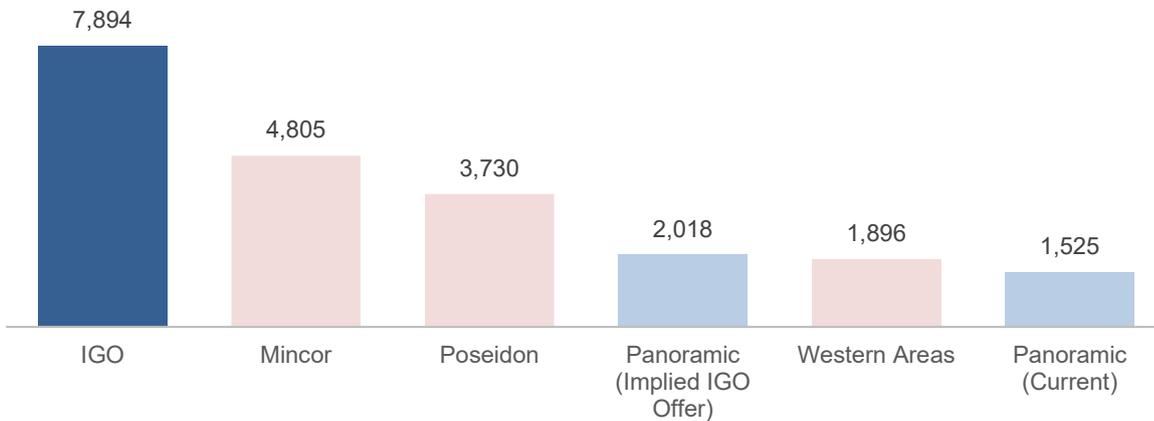
Source: Bloomberg, broker reports

<sup>8</sup> Refer to Attachment C for further information regarding the preparation and presentation of broker consensus information.

<sup>9</sup> Peer group limited to ASX200 base metal-focused producers. P/NAV calculated by closing share price on the Last Trading Date divided by average broker NAV per share for each company. In determining the average broker NAV, all available broker reports were aggregated subject to a minimum of four broker reports being available in the preceding two months. See Attachment C of this Target's Statement for further information.

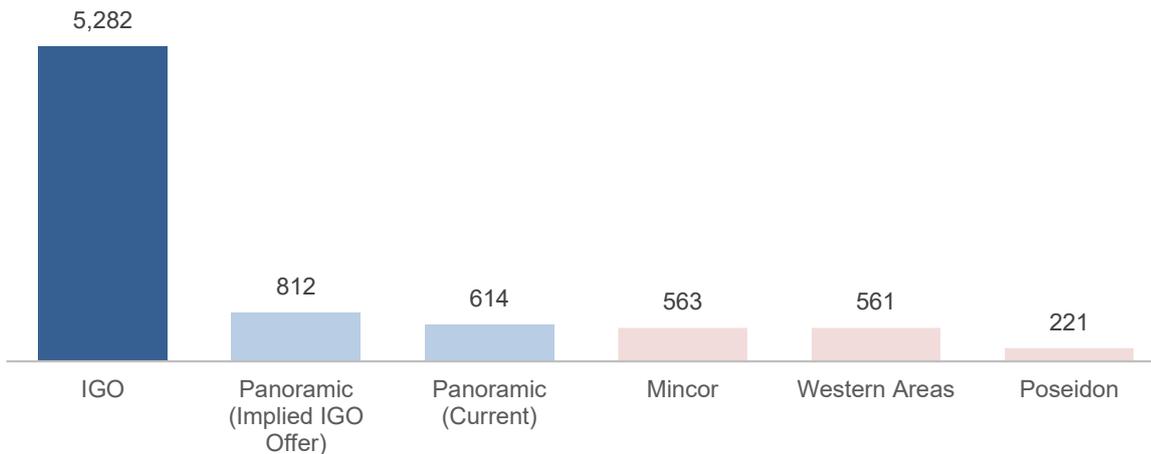
IGO also trades on higher multiples of contained nickel equivalent in Ore Reserves and Mineral Resources<sup>10</sup> than its ASX-listed nickel peer group.

Figure 11: Enterprise Value / Ore Reserves of ASX-listed nickel companies (A\$ / Ni.Eq. t)<sup>10</sup>



Source: Bloomberg, company announcements, Panoramic analysis

Figure 12: Enterprise Value / Mineral Resources of ASX-listed nickel companies (A\$ / Ni.Eq. t)<sup>10</sup>



Source: Bloomberg, company announcements, Panoramic analysis

In presenting the analysis of these trading multiples, the Board acknowledges that each company is different and consequently the analysis should only be used as a guide, rather than a determinative assessment of the relative value of the companies included.

<sup>10</sup> Nickel equivalent values calculated using the formula  $Ni.Eq. kt = ((Ni kt * Ni Price) + (Cu kt * Cu Price) + (Co kt * Co Price)) / Ni Price$  and commodity price assumptions of A\$19,146/t for nickel, A\$8,577/t for copper, A\$51,673/t for cobalt and A\$2,163/oz for gold, as at 4 Dec 2019. The Enterprise Value for each company is calculated as at 5 Dec 2019, with cash and debt as at 30 September 2019. Hedging liabilities, short-term provisions and working capital are excluded from the calculation of enterprise value. The Enterprise Values of Mincor Resources and Panoramic have been adjusted for the capital raisings currently underway. The Mineral Resources for Panoramic include 51% of Horizon Gold's Mineral Resources, but exclude the Thunder Bay PGM Project, which is the subject of a conditional sale agreement as described in section 8.3 of this Target's Statement, and the Panton Project, which is under review.

## **5 If you accept the Offer, you risk missing out if a superior offer from a third party emerges**

As noted in Panoramic's announcement on 22 November 2019, Panoramic has established a data room and entered into confidentiality agreements with a number of parties, in connection with their consideration of potential alternative proposals to the Offer (Third Party Proposals). While there can be no certainty that any Third Party Proposals will be provided to Panoramic, the Board is committed to exploring all options that are in the best interests of, and have the potential to maximise value for, Panoramic Shareholders.

If you accept the Offer, unless the acceptance is legally able to be withdrawn, you will not be able to accept a Third Party Proposal, should one emerge. You may only withdraw your acceptance if, having accepted, the Offer is extended whilst it is still conditional, and the extension delays the right to receive the Offer consideration by one month or more.<sup>11</sup>

There can be no assurance a Third Party Proposal will emerge.

## **6 Panoramic's largest shareholder, Zeta Resources, which holds 35.17%<sup>12</sup> of Panoramic, has stated that it does not intend to accept the Offer in its current form**

Zeta has released a public statement stating that it does not intend to accept the current Offer. It should be noted that Zeta has reserved the right to accept a superior proposal from IGO or any other bidder for Panoramic.

If Zeta does not accept the Offer, CGT scrip-for-scrip rollover relief will not be available to any Panoramic Shareholders who do, contrary to the unanimous recommendation of the Board, accept the Offer.

## **7 The Offer is highly conditional and there is no certainty it will proceed**

The Offer is subject to an extensive list of conditions, which are set out in Attachment A of this Target's Statement.

Panoramic has already announced that it has breached several key conditions to the Offer (see section 3.3 of this Target's Statement for more information). IGO has not stated whether it will rely on these breaches to withdraw the Offer or waive them.

Until IGO waives the conditions breached, there can be no certainty that the Offer will proceed. Even then, if key conditions such as the 51% minimum acceptance condition are not amended or waived, there can be no certainty you will receive any consideration for your Panoramic Shares from IGO.

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<sup>11</sup> The withdrawal right is provided by s650E of Corporations Act. See section 12.5(a)(2) of the Bidder's Statement.

<sup>12</sup> As at 12 November 2019.

### 1.3 Frequently asked questions

This section answers some frequently asked questions about the Offer. It is not intended to address all relevant issues for Panoramic Shareholders. This section should be read together with all other parts of this Target's Statement.

**Note:** Section numbers refer to this Target's Statement unless otherwise indicated.

QUESTION	ANSWER	REFERENCE
What is this Target's Statement?	This Target's Statement is Panoramic's formal response to IGO's Offer, including the recommendation of the Directors to <b>REJECT</b> the Offer.	N/A
What is the Bidder's Statement?	The Bidder's Statement is the replacement Bidder's Statement dated 22 November 2019 prepared by IGO setting out the terms of the Offer, a copy of which was lodged with ASIC and released to ASX on 22 November 2019.	N/A
Who is making the Offer?	The offer is made by IGO.  Information in relation to IGO and the IGO Group is set out in section 5 of this Target's Statement and section 2 of the Bidder's Statement.	Section 5 Section 2 of the Bidder's Statement
Does IGO already have an interest in Panoramic Shares?	As at the Last Trading Date, based on the Bidder's Statement, Panoramic understands that IGO has a relevant interest in 24,920,325 Panoramic Shares or 3.81% of Panoramic's total issued capital.  See section 5 of the Bidder's Statement for further details.	Section 5 of the Bidder's Statement
What is IGO Offering for Panoramic Shares?	IGO is offering one (1) IGO Share for every 13 Panoramic Shares held by you ( <b>Offer Consideration</b> ).  IGO has stated that you may only accept the Offer for all (and not just part) of your Panoramic Shares.	Section 3  Section 12 of the Bidder's Statement
Does the Offer extend to Panoramic Shares issued under the Entitlement Offer?	As at the Last Trading Date, IGO has not confirmed whether it will seek to vary the Offer so that it extends to the Panoramic Shares issued under the Entitlement Offer.	Section 3
What choices do I have as a Panoramic Shareholder?	As a Panoramic Shareholder, you have the choice to:  a) reject the Offer by doing nothing;  b) sell some or all of your Panoramic Shares on market (unless you have already accepted the Offer and have not validly withdrawn your acceptance); or  c) accept the Offer for all (and not just a part) of your Panoramic Shares.  There are several implications in relation to each of the above choices. A summary of these implications is set out in section 2 of this Target's Statement.  You should carefully consider the Directors' unanimous recommendation to <b>REJECT</b> the Offer.  You may wish to seek independent financial and taxation advice from your professional adviser in relation to the action you should take in relation to the Offer.	Section 2

QUESTION	ANSWER	REFERENCE
What do the Directors recommend?	<p>The Directors unanimously recommend that you <b>REJECT</b> the Offer by <b>TAKING NO ACTION</b>.</p> <p>The reasons for this recommendation are set out section 1.</p> <p>If there is any change in this recommendation or any material developments in relation to the Offer, Panoramic will lodge a supplementary target's statement.</p>	Section 1
Why should I <b>REJECT</b> the Offer?	<p>The Directors consider you should <b>REJECT</b> the Offer because:</p> <ul style="list-style-type: none"> <li>a) The Offer is opportunistically timed, which could deprive Panoramic shareholders of future potential value;</li> <li>b) Your exposure to Panoramic's assets and potential upside will be significantly diluted through accepting the Offer;</li> <li>c) Your nickel exposure will be significantly diluted through accepting the Offer;</li> <li>d) The Offer consideration is IGO shares, which based on several objective measures appear to be trading at an elevated valuation, presenting downside risk to the implied Offer value;</li> <li>e) If you accept the Offer, you risk missing out if a superior offer from a third party emerges;</li> <li>f) Panoramic's largest shareholder, Zeta Resources, has stated that it does not intend to accept the current Offer; and</li> <li>g) The Offer is highly conditional and there is no certainty it will proceed.</li> </ul>	Section 1
Is there an Independent Expert's Report?	<p>Panoramic has commissioned KPMG to prepare an Independent Expert's Report which will be provided prior to the close of the Offer.</p> <p>The Directors will review their recommendation following receipt of that report.</p>	
How do I <b>REJECT</b> the Offer?	To <b>REJECT</b> the Offer, simply <b>DO NOTHING</b> and <b>TAKE NO ACTION</b> in relation to any documents sent to you by IGO.	N/A

QUESTION	ANSWER	REFERENCE
Can I be forced to sell my Panoramic Shares?	<p>You cannot be forced to sell your Panoramic Shares unless IGO proceeds to compulsorily acquire Panoramic Shares under Chapter 6A of the Corporations Act.</p> <p>In summary, IGO will need to acquire a relevant interest in at least 90% of Panoramic Shares (under the Offer or otherwise) in order to exercise compulsory acquisition rights. If IGO acquires a relevant interest in 90% or more of Panoramic Shares and proceeds to compulsorily acquire all Panoramic Shares on issue, then you will receive the same consideration from IGO under the Offer.</p> <p>The Directors believe this scenario is unlikely because Zeta, which owns 35.17% of Panoramic Shares<sup>13</sup>, has publicly stated it does not intend to accept the Offer in its current form.<sup>14</sup> If Zeta does not accept the Offer, IGO cannot acquire 90% or more of the Panoramic Shares.</p>	N/A
Is the Offer subject to Defeating Conditions?	<p>Yes. The Offer is subject to a range of conditions described in section 12.8 of the Bidder's Statement (<b>Defeating Conditions</b>).</p> <p>The Defeating Conditions to the Offer, including their status, are summarised in section 3.3 of this Target's Statement. The Defeating Conditions are set out in full at Attachment A and also section 12.8 of the Bidder's Statement.</p>	<p>Section 3.3 and Attachment A</p> <p>Section 12.8 of the Bidder's Statement</p>
What happens if the Defeating Conditions are not fulfilled or waived?	<p>If the Defeating Conditions are not fulfilled or waived by IGO by the end of the Offer Period,<sup>15</sup> your acceptance of the Offer will be void and you will not receive any consideration from IGO. You will then be free to deal with your Panoramic Shares as you see fit.</p> <p>If the Defeating Conditions are satisfied or waived by this time, you will receive the Offer Consideration from IGO (subject to the terms of the Offer in the Bidder's Statement).</p>	N/A
What are the consequences of accepting the Offer now?	<p>If you accept the Offer, unless you become entitled to withdraw your acceptance (see below), you will give up your right to:</p> <ul style="list-style-type: none"> <li>a) accept a competing proposal in relation to Panoramic, should one emerge;</li> <li>b) sell your Panoramic Shares on market; or</li> <li>c) otherwise deal with your Panoramic Shares while the Offer remains open.</li> </ul> <p>IGO will also be entitled to all Rights (including dividends, if any) for as long as your acceptance remains valid.</p>	Section 2.3

<sup>13</sup> As at 12 November 2019.

<sup>14</sup> See Zeta's ASX announcement dated 12 November 2019.

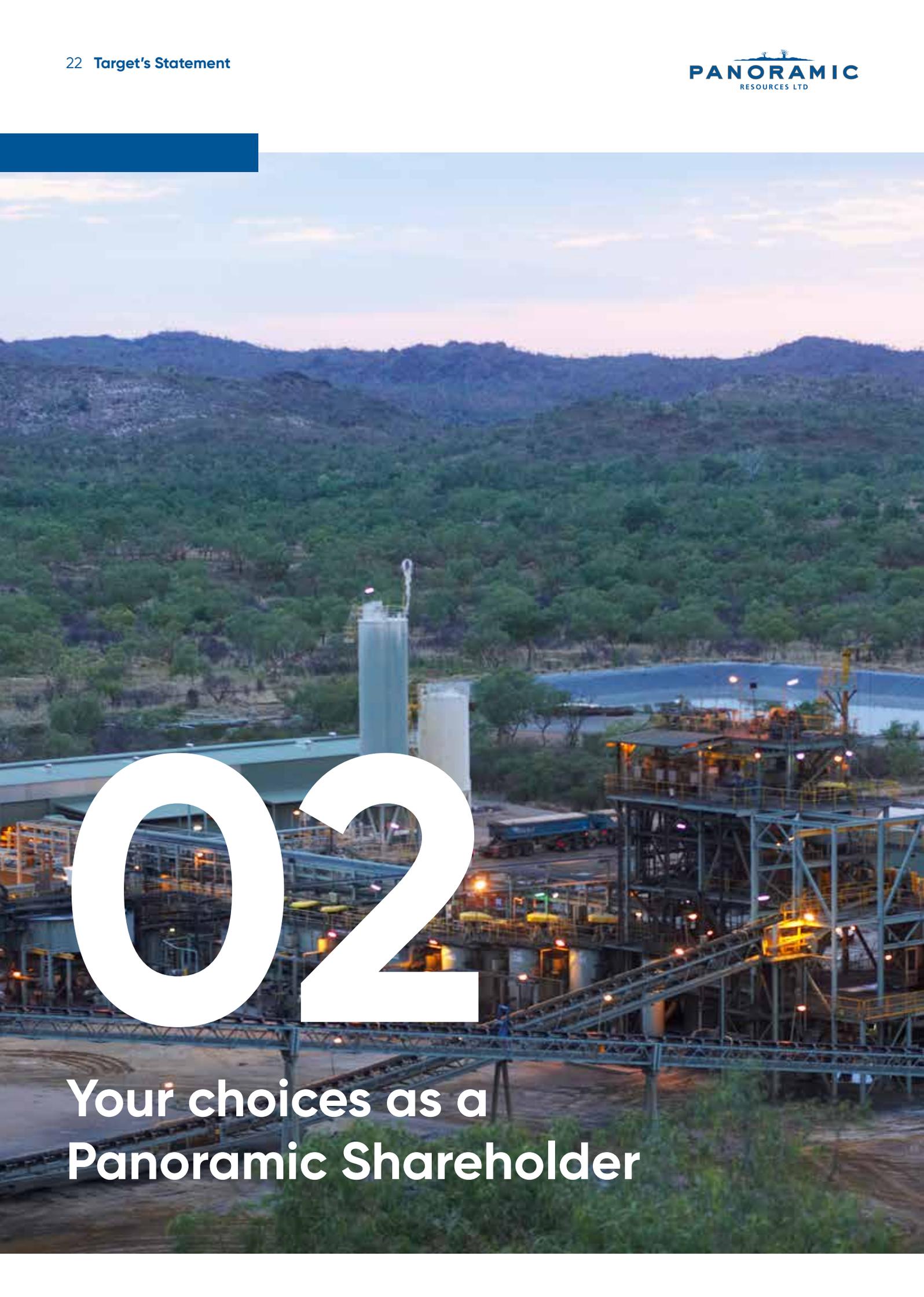
<sup>15</sup> Or, in the case of the Defeating Conditions relating to no Prescribed Occurrences, within three Business Days after the end of the Offer Period.

QUESTION	ANSWER	REFERENCE
If I accept, can I withdraw my acceptance of the Offer?	<p>You only have limited rights to withdraw your acceptance of the Offer.</p> <p>You may only withdraw your acceptance if the Offer remains conditional and IGO varies the Offer in a way that postpones the time when IGO is required to satisfy its obligations by more than one month.</p>	<p>Section 3.6</p> <p>Section 12.5(a) of the Bidder's Statement</p>
When does the Offer close?	The Offer is currently scheduled to close at 7:00 pm (AEDT) on 27 December 2019, but the Offer Period can be extended in certain circumstances.	Section 3.2
Can IGO withdraw its Offer?	Before you accept the Offer, IGO may only withdraw the Offer with the written consent of ASIC and subject to the conditions (if any) specified in such consent.	N/A
When will you be sent the Offer Consideration?	<p>If you accept the Offer, you will not receive the Offer Consideration unless all Defeating Conditions are waived or satisfied before the end of the Offer Period.<sup>16</sup></p> <p>Subject to the Corporations Act and you providing IGO with any documents required to be given with your acceptance to enable IGO to become the holder of your Panoramic Shares (such as a power of attorney), if you accept the Offer, IGO will pay you the Offer Consideration on or before the earlier of:</p> <p>a) one month after you accept the Offer or one month after the Offer becomes unconditional (whichever is later); and</p> <p>b) 21 days after the end of the Offer Period.</p>	Section 3.9
What are the tax implications of accepting the Offer?	<p>A general outline of the tax implications of accepting the Offer is set out in section 7 of this Target's Statement and section 10 of the Bidder's Statement.</p> <p>As those sections provide a general overview only, Panoramic Shareholders are encouraged to seek their own personal advice on the taxation implications applicable to their circumstances.</p> <p>Although Panoramic Shareholders may benefit from CGT scrip-for-scrip rollover relief if they accept the Offer and IGO does not become the owner of 80% or more of the Panoramic Shares, the Directors believe this benefit is unlikely to be available to Panoramic Shareholders because Zeta (which owns 35.17% of Panoramic<sup>17</sup>) has publicly stated that it does not intend to accept the Offer in its current form.<sup>18</sup></p>	<p>Section 7</p> <p>Section 10 of the Bidder's Statement</p>
Is there a number I can call if I have any questions?	If you have any queries regarding the Offer, please contact the Panoramic Shareholder Information Line on 1300 362 398 (for calls made from within Australia) or +61 2 8355 1004 (for calls made from outside Australia) on Monday to Friday between 9:00 am and 5:00 pm (AEDT).	N/A

<sup>16</sup> Or, in the case of the Defeating Conditions relating to no Prescribed Occurrences, within three Business Days after the end of the Offer Period.

<sup>17</sup> As at 12 November 2019.

<sup>18</sup> See Zeta's ASX announcement dated 12 November 2019.



# 02

Your choices as a  
Panoramic Shareholder

## 2 Your choices as a Panoramic Shareholder

The Directors unanimously recommend that you **REJECT** the Offer.

Panoramic encourages you to consider your personal risk profile, investment objectives and tax and financial circumstances before making any decision in relation to your Panoramic Shares.

As a Panoramic Shareholder, you have the following three choices available to you in relation to the Offer:

### 2.1 Option 1 – REJECT the Offer by DOING NOTHING

If you do not wish to accept the Offer and want to retain your Panoramic Shares, simply do nothing and take no action in relation to any documents sent to you by IGO. This is the unanimous recommendation of the Directors.

### 2.2 Option 2 – Sell your Panoramic Shares on market

You can still sell your Panoramic Shares on market at any time if you have not already accepted the Offer. If you sell your Panoramic Shares on market, you:

- (a) will not receive the benefits of:
  - (i) any future growth potential of Panoramic;
  - (ii) any potential higher competing offer for your Panoramic Shares; or
  - (iii) any potential higher offer from IGO,(although there is no certainty as to whether such events will occur);
- (b) may incur a brokerage charge; and
- (c) may be liable for tax on gains you make on the sale.

You should seek your own specific professional advice regarding the financial and taxation consequences of selling your Panoramic Shares on market.

### 2.3 Option 3 – Accept the Offer

The Directors unanimously recommend that you **REJECT** the Offer.

However, Panoramic Shareholders may elect to accept the Offer (in which case you must do so in relation to all of your Panoramic Shares).

If you accept the Offer, you:

- (a) will lose your exposure to any future growth potential of Panoramic, although there can be no certainty this will occur and there are risks associated with an investment in Panoramic (refer to the risks factors in section 6 of this Target's Statement for more information);
- (b) will not receive the Offer Consideration unless and until each of the Defeating Conditions is satisfied or waived;
- (c) will not be able to accept a higher price from a competing bidder if such a bid eventuates, unless the Offer remains conditional and you withdraw your acceptance (see section 3.6 of this Target's Statement for more information); and

- (d) may be liable to pay tax on the disposal of your Panoramic Shares (refer to section 7 of this Target's Statement and section 10 of the Bidder's Statement for further details of the tax consequences of the Offer).

IGO will also be entitled to all Rights (including dividends, if any) for as long as your acceptance remains valid.

You will only have limited rights to withdraw your acceptance of the Offer (see section 3.6 of this Target's Statement for more information).

Panoramic Shareholders should be aware that, if they accept the Offer and IGO acquires less than 80% of the Panoramic Shares under the Offer, those Panoramic Shareholders may be liable for tax on any capital gain arising as a result of the sale as scrip-for-scrip rollover relief would not be available in that scenario (see section 7 of this Target's Statement). The Directors believe this scenario is likely because Zeta has publicly stated that it does not intend to accept the Offer in its current form.<sup>19</sup> If Zeta does not accept the Offer, IGO cannot acquire 80% or more of the Panoramic Shares.

Panoramic Shareholders should note that, if IGO and its Associates have a relevant interest in at least 90% of the Panoramic Shares during or at the end of the Offer Period, IGO will be entitled to compulsorily acquire the Panoramic Shares that it does not already own (see section 3.7 of this Target's Statement). For the reasons stated above, the Directors do not consider it likely that IGO will achieve a relevant interest of 90% or more in Panoramic.

Panoramic Shareholders who wish to accept the Offer should refer to the Bidder's Statement for instructions on how to do so.

# 03

About IGO's Offer

### 3 About IGO's Offer

#### 3.1 Summary of the Offer

IGO is offering one (1) IGO Share for every 13 Panoramic Shares held by you. This will only be payable if all the Defeating Conditions of the Offer are satisfied or waived.

The Offer is made for all Panoramic Shares in existence as at 7:00pm (Sydney time) on 11 November 2019, on the terms set out in section 12 of the Bidder's Statement. As at the Last Trading Date, IGO has not confirmed whether it will seek to vary the Offer so that it extends to the Panoramic Shares issued under the Entitlement Offer. Any such variation requires the consent of ASIC but is consistent with ASIC policy as reflected in ASIC Regulatory Guide 9.

You may only accept the Offer in respect of all (and not just a part of) your Panoramic Shares.

#### 3.2 Offer Period

The Offer is open for acceptance from 25 November 2019 until 7.00 pm (AEDT) on 27 December 2019, unless extended or withdrawn.

While the Offer is subject to the Defeating Conditions, IGO may extend the Offer Period at any time:

- (a) before giving the notice of status of the Defeating Conditions, which, as at the date of this Target's Statement, must be given by Thursday, 19 December 2019;<sup>20</sup> and
- (b) after giving the notice of status of Defeating Conditions in the circumstances described in section 650C(2) of the Corporations Act.

However, if the Offer is unconditional (that is, all the Defeating Conditions are satisfied or waived), IGO may extend the Offer Period at any time before the end of the Offer Period.

In addition, there will be an automatic extension of the Offer Period if, within the last seven days of the Offer Period:

- (a) IGO improves the consideration offered under the Offer; or
- (b) IGO's voting power in Panoramic increases to more than 50%.

If either of these two events occur, the Offer Period is automatically extended so that it ends 14 days after the relevant event occurs.

Before you accept the Offer, IGO may withdraw the Offer with the written consent of ASIC, subject to the conditions (if any) specified in such consent.

Subject to applicable laws, IGO may waive all of the Defeating Conditions at any time during the Offer Period, at which point a Panoramic Shareholder will no longer be able to withdraw its acceptance.

In the case of the Defeating Conditions relating to no Prescribed Occurrences, any such waiver may occur within three Business Days after the end of the Offer Period.<sup>21</sup>

#### 3.3 Defeating Conditions of the Offer

The Offer is subject to the satisfaction or waiver (as applicable) of various Defeating Conditions.

<sup>20</sup> If the Offer Period is extended, this date will be taken to be postponed for the same period.

<sup>21</sup> If the Offer Period is extended, this date will be taken to be postponed for the same period.

Many of these Defeating Conditions are wholly or partly out of Panoramic's control, such as the 50.1% minimum acceptance. There can be no certainty whether these Defeating Conditions will be satisfied, or the length of time that will pass before these Defeating Conditions are satisfied.

Certain of these Defeating Conditions have already been breached. Other than to the extent described in the table below, IGO has, in the Bidder's Statement, reserved its rights to rely on the breaches of the Defeating Conditions.

A summary of each of the Defeating Conditions, along with information regarding the breach, satisfaction or waiver of each Defeating Condition, is set out in the table below. The Defeating Conditions are set out in full in Attachment A to this Target's Statement and in section 12.8 of the Bidder's Statement.

Defeating Condition <sup>22</sup>	Status of Defeating Condition	Further information in this Target's Statement
<b>Minimum acceptance condition</b> <i>The Offer requires IGO to obtain a relevant interest in at least 50.1% of Panoramic Shares.</i> Section 12.8(a) of the Bidder's Statement	As at the Last Trading Date, Panoramic understands that IGO has a relevant interest in 3.81% of the Panoramic Shares.	N/A
<b>No acquisitions condition</b> Section 12.8(b) of the Bidder's Statement	As at the Last Trading Date, Panoramic has not entered into any acquisition or disposal transaction that would trigger this Defeating Condition.	N/A
<b>No material litigation on foot or pending</b> Section 12.8(c) of the Bidder's Statement	As at the Last Trading Date, Panoramic is not aware of any material disputes or litigation being undertaken, commenced or threatened against any member of the Panoramic Group.	Section 8.13
<b>No regulatory action</b> Section 12.8(d) of the Bidder's Statement	As at the Last Trading Date, there is no Public Authority restraining or preventing the Offer.	N/A
<b>IGO Share price</b> Section 12.8(e) of the Bidder's Statement	As at the Last Trading Date, the IGO Share price has not breached this Defeating Condition.	N/A
<b>No Prescribed Occurrences</b> Section 12.8(f) of the Bidder's Statement	Panoramic has breached this Defeating Condition by announcing the Entitlement Offer on 5 December 2019. IGO has reserved its rights in relation to this breach. <sup>23</sup>	See section 4.5 for information on the Entitlement Offer

<sup>22</sup> The Defeating Conditions are set out in full in Attachment A of this Target's Statement.

<sup>23</sup> See IGO's ASX announcement dated 5 December 2019.

Defeating Condition <sup>22</sup>	Status of Defeating Condition	Further information in this Target's Statement
<p><b>Panoramic not declaring a distribution</b></p> <p>Section 12.8(g) of the Bidder's Statement</p>	<p>Panoramic has neither declared nor currently intends to declare a distribution to Panoramic Shareholders before the end of the Offer Period.</p>	<p>N/A</p>
<p><b>FY2020 production guidance for Savannah not being revised downwards</b></p> <p>Section 12.8(h) of the Bidder's Statement</p>	<p>Panoramic has breached this Defeating Condition. On 25 November 2019, Panoramic revised downwards its FY2020 production guidance for Savannah. IGO has reserved its position on whether to rely on this breach to terminate the Offer pending completion of its due diligence on Panoramic.<sup>24</sup></p>	<p>See section 4.4 in relation to the results of the Operational Review.</p>
<p><b>No breach, prepayment event or similar event occurring under the Savannah Facility Agreement</b></p> <p>Section 12.8(i) of the Bidder's Statement</p>	<p>Panoramic has breached this Defeating Condition. Macquarie Bank has provided a waiver in relation to Panoramic's breach of the project-versus-group covenant position as at 30 September 2019 and current ratio covenant as at 31 October 2019 and in connection with the Zeta Loan.<sup>25</sup></p> <p>IGO has reserved its position on whether to rely on these breaches to terminate the Offer pending completion of its due diligence on Panoramic.<sup>26</sup></p>	<p>See section 8.2(b) for information on the Zeta Loan</p>
<p><b>No exercise of change of control rights</b></p> <p>Section 12.8(j) of the Bidder's Statement</p>	<p>Members of the Panoramic Group are parties to several potentially material contracts that contain change of control provisions which may be triggered as a result of IGO's Offer or as a result of IGO acquiring a majority of the Panoramic Shares.</p> <p>As at the Last Trading Date, Panoramic has not received written notice from any party to these contracts confirming an intention to exercise its change of control right.</p>	<p>Section 8.12</p>
<p><b>Equal access to information</b></p> <p>Section 12.8(k) of the Bidder's Statement</p>	<p>The Directors, in the proper discharge of their duties, are prepared to receive and consider any Third Party Proposal that may be in the interests of Panoramic Shareholders. To that end, Panoramic has established an electronic data room and provided access to that data room to IGO and other parties.</p> <p>Panoramic is not under a legal obligation to provide Confidential Information (as defined in the condition) to IGO (other than to the extent</p>	<p>Section 8.4</p>

<sup>24</sup> See IGO's Bidder's Statement.

<sup>25</sup> See Panoramic's ASX announcements on 12 and 25 November 2019 and 15 December 2019.

<sup>26</sup> See IGO's Bidder's Statement.

Defeating Condition <sup>22</sup>	Status of Defeating Condition	Further information in this Target's Statement
	<p>of certain contractual covenants to IGO). However, the Board is of the view that it has substantially satisfied the requirements of this Defeating Condition, which is also reflected (in substance) in the contractual arrangements between Panoramic and IGO pertaining to IGO's access to Panoramic's data room.</p>	
<p><b>Appointment of a technical expert to confirm various financial and operational thresholds in relation to the Savannah Project</b></p> <p>Section 12.8(l) of the Bidder's Statement</p>	<p>Panoramic did not appoint a technical expert by 11 November 2019. However, IGO has confirmed in the Bidder's Statement it does not intend to rely on this technical (timing) breach where the matters the subject of this Defeating Condition are addressed by a technical expert and may consider waiving the Defeating Condition where those matters can be satisfactorily addressed elsewhere (for example through IGO's due diligence inquiries).</p>	<p>N/A</p>
<p><b>Inclusion in this Target's Statement of various confirmations relating to the Savannah Project</b></p> <p>Section 12.8(m) of the Bidder's Statement</p>	<p>Panoramic is not under any obligation to include the confirmations requested by IGO in this Target's Statement, but it has nonetheless sought to comply with this Defeating Condition.</p> <p>On the basis that Panoramic is unable to provide certain of the confirmations requested (in particular, those specified in paragraphs (ii), (iii) and (v) of the Defeating Condition), this Defeating Condition has been breached.</p> <p>However, Panoramic is able to provide, and does provide, the confirmations sought in paragraphs (i), (iv), (vi), (vii) and (subject to completion of the Entitlement Offer) (viii) of this Defeating Condition.</p>	<p>See section 4.4 in relation to the results of the Operational Review.</p>
<p><b>Panoramic not incurring, or committing to incur, significant capital expenditure (subject to certain exceptions)</b></p> <p>Section 12.8(n) of the Bidder's Statement</p>	<p>As at the Last Trading Date, Panoramic has not breached this Defeating Condition, and does not anticipate that it will do so.</p>	<p>See section 4.4 in relation to the results of the Operational Review.</p>
<p><b>No material adverse change occurring with respect to Panoramic</b></p>	<p>Panoramic considers it likely this Defeating Condition will be breached because FY2020 production guidance for Savannah will not be met. However, this will ultimately depend on the commodity prices realised on concentrate</p>	<p>See section 4.4 in relation to the results of the Operational Review.</p>

Defeating Condition <sup>22</sup>	Status of Defeating Condition	Further information in this Target's Statement
Section 12.8(o) of the Bidder's Statement	shipments made by Panoramic prior to the end of the Offer Period.	

### 3.4 Effect of non-satisfaction of Defeating Condition

If any Defeating Condition is not satisfied or waived prior to the end of the Offer Period, the Offer will lapse, and all acceptances of the Offer will be void and have no effect.

### 3.5 Effect of acceptance

The effect of accepting the Offer is described in section 2.3 of this Target's Statement and section 12.5 of the Bidder's Statement. Panoramic Shareholders should read these provisions in full to understand the effect that acceptances will have on their ability to exercise the Rights attaching to their Panoramic Shares and the representations and warranties which they give by accepting the Offer.

### 3.6 Your ability to withdraw your acceptance

You only have limited rights to withdraw your acceptance of the Offer.

You may only withdraw your acceptance of the Offer if IGO varies the Offer in a way that postpones, for more than one month, the time when IGO needs to meet its obligations under the Offer. This will occur if IGO extends the Offer Period by more than one month and the Offer is still subject to Defeating Conditions.

### 3.7 Consequences of IGO acquiring 90% or more of Panoramic Shares

If IGO acquires 90% of the Panoramic Shares (by number) and the Offer becomes unconditional, IGO will be entitled to compulsorily acquire all outstanding Panoramic Shares. IGO's intentions with respect to compulsory acquisition are set out in section 7.4 of the Bidder's Statement. In summary, IGO has stated that if it becomes entitled to do so under the Corporations Act, it intends to give notices to compulsorily acquire any outstanding Panoramic Shares in accordance with Part 6A.1 of the Corporations Act (**Post Bid Compulsory Acquisition**).

Because of Zeta's 35.17% shareholding in Panoramic<sup>27</sup> and its publicly stated intention to not accept the Offer in its current form,<sup>28</sup> this scenario is unlikely to eventuate.

If IGO does not become entitled to undertake a Post Bid Compulsory Acquisition, IGO may nevertheless become entitled to exercise general compulsory acquisition rights under Part 6B.2 of the Corporations Act if it subsequently acquires sufficient Panoramic Shares to give it a relevant interest in 90% (by number) of Panoramic Shares (**General Compulsory Acquisition**).

#### (a) Post Bid Compulsory Acquisition

IGO will be entitled to compulsorily acquire any Panoramic Shares in respect of which it has not received an acceptance of the Offer on the same terms as the Offer if, during or at the end of the Offer Period, IGO (together with its Associates):

<sup>27</sup> As at 12 November 2019.

<sup>28</sup> See Zeta's ASX announcement dated 12 November 2019.

- (i) has a relevant interest in at least 90% (by number) of the Panoramic Shares; and
- (ii) has acquired at least 75% (by number) of the Panoramic Shares that IGO offered to acquire under the Offer.

If these thresholds are met, IGO will have up to one month after the end of the Offer Period within which to give compulsory acquisition notices to Panoramic Shareholders who have not accepted the Offer. Panoramic Shareholders have statutory rights to challenge the compulsory acquisition, subject to the Corporations Act.

(b) General Compulsory Acquisition

If IGO does not become entitled to proceed to Post Bid Compulsory Acquisition, IGO will nevertheless become entitled to compulsorily acquire any outstanding Panoramic Shares if IGO's voting power in Panoramic is at least 90%, and IGO (either in its own right or through Related Bodies Corporate) acquires full beneficial interests in at least 90% (by value) of the aggregate of all Panoramic Shares, and:

- (i) IGO lodges a compulsory acquisition notice with ASIC within six months of achieving that 90% holding;
- (ii) IGO proposes a cash sum for the compulsory acquisition of the Panoramic Shares; and
- (iii) IGO obtains the report of an expert stating whether, in the expert's opinion, the terms proposed in the notice represent fair value for the Panoramic Shares.

If Panoramic Shareholders with at least 10% of Panoramic Shares the subject of the compulsory acquisition notice object to the acquisition before the end of the one-month objection period, IGO may apply to a court for approval of the acquisition of the Panoramic Shares the subject of the compulsory acquisition notice.

### 3.8 Consequences of IGO acquiring more than 50% and less than 90% of Panoramic Shares

If IGO acquires more than 50% but less than 90% of the Panoramic Shares then, assuming all Defeating Conditions to the Offer are fulfilled or waived, IGO will acquire a majority shareholding in Panoramic and effectively control Panoramic but will not be entitled to compulsorily acquire Panoramic.

Accordingly, shareholders who do not accept the Offer will become minority shareholders in Panoramic. This has a number of possible implications, including:

- (a) IGO will be in a position to cast the majority of votes at a general meeting of Panoramic. This will enable it to control the composition of the board of directors and senior management, determine Panoramic's dividend policy and control the strategic direction of the businesses of Panoramic and its Subsidiaries (including Horizon Gold);
- (b) the Panoramic share price may fall immediately following the end of the Offer Period, and it is unlikely that Panoramic's share price will contain any takeover premium;
- (c) liquidity of Panoramic Shares may be lower than at present;
- (d) if the number of Panoramic Shareholders is less than that required by the Listing Rules to maintain an ASX listing, then IGO may seek to have Panoramic removed from the official list of the ASX. If this occurs, Panoramic Shares will not be able to be bought or sold on the ASX, and will only be able to be bought or sold privately;
- (e) the synergies referred to by IGO in the Bidder's Statement may not be achieved and IGO may not be able to implement its stated intentions in relation to Panoramic's business;

- (f) if IGO acquires 75% or more of the Panoramic Shares it will be able to pass a special resolution of Panoramic. This will enable IGO to, among other things, change Panoramic's constitution and may enable IGO to delist Panoramic from ASX; and
- (g) if Zeta, which holds or controls approximately 35.17% of Panoramic Shares<sup>29</sup>, does not accept the Offer:
  - (i) IGO will not be entitled to unilaterally pass special resolutions of Panoramic or delist Panoramic from ASX; and
  - (ii) Panoramic Shareholders that accept the Offer will not be entitled to CGT scrip-for-scrip rollover (see section 7 of this Target's Statement).

Zeta has publicly stated that it does not intend to accept the Offer in its current form,<sup>30</sup> meaning IGO is unlikely to acquire 75% or more of the Panoramic Shares under the Offer.

As noted above, as at the Last Trading Date, IGO has not confirmed whether it will seek to vary the Offer so that it extends to the Panoramic Shares issued under the Entitlement Offer.

### 3.9 When you will receive the Offer Consideration

You will not receive the Offer Consideration unless all Defeating Conditions are waived or satisfied before the end of the Offer Period.<sup>31</sup>

Subject to the Corporations Act and you providing IGO with any documents required to be given with your acceptance to enable IGO to become the holder of your Panoramic Shares (such as a power of attorney), if you accept the Offer, IGO will pay you the consideration for your Panoramic Shares to which IGO acquires good title on or before the earlier of:

- (a) one month after you accept the Offer, or one month after the Offer becomes unconditional (whichever is later); and
- (b) 21 days after the end of the Offer Period.

Refer to section 12.6 of the Bidder's Statement for further details on when you will be provided with your Offer Consideration by IGO.

<sup>29</sup> As at 12 November 2019.

<sup>30</sup> See Zeta's ASX announcement dated 12 November 2019.

<sup>31</sup> Or, in the case of the Defeating Conditions relating to no Prescribed Occurrences, within three Business Days after the end of the Offer Period.

# 04

Information relating  
to Panoramic and  
the Panoramic Group



## 4 Information relating to Panoramic and the Panoramic Group

### 4.1 Overview of Panoramic

Panoramic is a Western Australian mining company formed in 2001 for the purpose of developing the Savannah Nickel Project in the East Kimberley (**Savannah Project**). Panoramic successfully commissioned the \$65 million Savannah Project in late 2004 and, in 2005, purchased and restarted the Lanfranchi Nickel Project (**Lanfranchi Project**), near Kambalda.

The Savannah Project is located 240km south of Kununurra in the East Kimberley region of Western Australia and consists of a number of nickel sulphide orebodies. The Savannah Project infrastructure includes an underground mine, 1.0 million tonnes per annum processing plant, paste fill plant, a 180-room village, workshops, office accommodation, tailings and water storage facilities and other associated infrastructure.

The Savannah Project initially sourced ore from an open pit. After 18 months, the operations transitioned to underground mining. Over an initial 12-year period, Savannah milled 8.5 million tonnes at an average grade of 1.29% nickel, 0.65% copper and 0.06% cobalt to produce 1.22 million tonnes of concentrate containing 94,600 tonnes of nickel, 53,000 tonnes of copper and 5,000 tonnes of cobalt.

In FY2014, Panoramic produced a record of 22,256 tonnes of nickel. In 2014, Panoramic discovered the Savannah North orebody and in 2016, Panoramic reported an updated Resource estimate of 175,100 tonnes of nickel, 75,400 tonnes of copper and 12,700 tonnes of cobalt.

The Lanfranchi and Savannah Projects were placed on care and maintenance in November 2015 and May 2016 respectively pending a sustained recovery in the nickel price.

In October 2017, Panoramic delivered the Updated Feasibility Study on mining and processing the remaining Savannah ore and the new Savannah North orebody (**Updated Feasibility Study**). The Updated Feasibility Study formed the basis for the restart of the Savannah Project, which was formally approved by the Board in July 2018, following the completion of a new concentrate offtake agreement and debt financing facility with Macquarie Bank.

The Lanfranchi Project was sold in December 2018 for a total cash consideration of \$15.1 million, providing additional financial support for the re-commissioning of the Savannah Project. The first shipment of concentrate from Savannah departed Wyndham Port in February 2019.

The key to the long-term success of the Savannah Project is the successful ramp up of production from the new Savannah North orebody. The Savannah North twin declines reached the Savannah North orebody in November 2019 and the first development ore is being processed in the mill this month. Once Savannah North is at full production, the Directors expect the project to generate significant free cash flow. The Savannah North orebody is a major nickel-copper cobalt resource that the Directors believe will return Panoramic to a significant and profitable Australian base metal producer.

Apart from the nickel, copper and cobalt inventory at Savannah and Savannah North, Panoramic has exposure to platinum group metals (**PGMs**) and gold. The PGM division consists of the Panton Project, located 60 kilometres south of the Savannah Project and the Thunder Bay North Project in Northern Ontario, Canada, which is in the process of being sold for C\$9 million.

Panoramic's exposure to gold is via a 51% equity interest in Horizon Gold. Horizon Gold owns 100% of the Gum Creek Gold Project located near Wiluna in Western Australia. Gum Creek was spun out of Panoramic in December 2016.

## 4.2 Director and senior management profiles

As at the date of this Target's Statement, the Panoramic Director and senior management profiles are as follows:

- (a) **Peter Sullivan (Non-Executive Chairman):** Peter Sullivan is an engineer with an MBA and has been involved in the management and strategic development of resource companies and projects for more than 30 years. His work experience includes periods in project engineering, corporate finance, investment banking, corporate and operational management and public company directorships. Peter is the Non-Executive Chairman of Zeta. Zeta is a resources-focussed holding and development company that invests in listed and unlisted companies, and is advised by its investment manager, ICM Limited. Peter was Managing Director of Resolute Mining Limited (ASX: RSG) for 14 years and Non-Executive Chairman of Pan Pacific Petroleum NL (ASX: PPP). Peter is currently a Non-Executive Director of GME Resources Limited (ASX: GME).
- (b) **Victor Rajasooriar (Managing Director and Chief Executive Officer):** Victor Rajasooriar has more than 25 years' operational and technical experience in multiple disciplines across both underground and open pit operations. Prior to this, Victor was most recently Managing Director and Chief Executive Officer of Echo Resources Limited (ASX: EAR), prior to the successful takeover bid by Northern Star Resources Limited (ASX: NST). Victor has also been Chief Operating Officer for Barmingo, where he was responsible for the tendering and execution of contracts and overseeing the achievement of strict safety, cost and production targets. He was also the Managing Director of Breakaway Resources Limited and held senior operational positions for a range of mining companies including Newmont, Grange Resources and Bass Metals. Victor is Panoramic's current representative on the Board of 51% owned Horizon Gold. He holds a Bachelor of Engineering (Mining) from the WA School of Mines and a WA First Class Mine Managers Certificate. He is also a member of the Australian Institute of Mining and Metallurgy (**AusIMM**), and the Australian Institute of Company Directors (**AICD**).
- (c) **Nicholas Cernotta (Non-Executive Director):** Nicholas Cernotta is a mining engineer having held senior operational and executive roles in Australia and overseas for over 30 years. Nicholas has considerable experience in the management and operation of large resource projects, having served as Director of Operations at Fortescue Metals Group, Chief Operating Officer at MacMahon Holdings Limited and as Director of Operations at Barrick Gold Corporation. Nick is currently a Non-Executive Director of Pilbara Minerals Limited (ASX: PLS), New Century Resources Limited (ASX: NCZ) and Northern Star Resources Limited (ASX: NST). Nicholas was also Non-Executive Chairman of ServTech Global from October 2016 to December 2017.
- (d) **Rebecca Hayward (Non-Executive Director):** Rebecca Hayward is an experienced infrastructure and resources lawyer, with a strong background in mining, energy and large-scale infrastructure transactions. Rebecca currently manages the legal, project controls, contracts and procurement functions for the Projects division of a large resource company. Rebecca was previously a Senior Associate in the Melbourne Clayton Utz Construction and Major Projects team, where she had a lead role in a number of large infrastructure projects in the private and public sectors.
- (e) **Gillian Swaby (Non-Executive Director):** Gillian Swaby is an experienced mining executive with a broad skill set across a range of corporate, finance and governance areas having held senior roles including Chief Financial Officer, Company Secretary, Director and corporate adviser. Gillian worked at Paladin Energy Limited between 1993 and 2005, including 10 years as an Executive Director, at a time when the uranium company was growing rapidly through mine development, operation, acquisition and exploration in multiple African countries. Gillian holds a Bachelor of Business (Accounting) and is a Fellow of the AICD, the Institute of Chartered Secretaries and Administrators and the Governance Institute of Australia and an Associate of AusIMM.

She is a member of the WA Council of the AICD. Gillian is currently an Executive Director of Deep Yellow Limited (ASX: DYL) and a Non- Executive Director of Comet Ridge Ltd (ASX: COI).

- (f) **Trevor Eton (Chief Financial Officer and Company Secretary):**<sup>32</sup> Trevor Eton is an accountant with over 25 years of experience in corporate finance within the minerals industry. Trevor was the Company Secretary and Group Financial Controller of MPI Mines Limited for 10 years. Trevor commenced his career in 2003 with Panoramic Resources as the Chief Financial Officer and Company Secretary. Trevor previously held various corporate financial positions at North Kalbarri Mines Limited, Metals Exploration Limited and Australian Consolidated Minerals Limited.
- (g) **David Hume (General Manager, Operations):** Mr David Hume was appointed General Manager, Operations in November 2019. Mr Hume has significant underground operational management experience gained from working in a range of senior roles across Australia and overseas. Most recently, Mr Hume was the of Head of Operations and General Manager for Eldorado Gold in Greece, working on the start-up of the Skouries Gold Project and two existing mines, and prior to this he was General Manager at Perilya Broken Hill Operations. Mr Hume has previously held various executive and senior management roles with Newcrest, Rio Tinto and Harmony SE Asia.
- (h) **John Hicks (General Manager – Exploration):** John Hicks is a geologist with 30 years' experience in the Australian mining and exploration industry. From 1998, John was an independent Geological Consultant. John commenced his position with Panoramic in 2001 as an independent Geological Consultant, before progressing in 2005 to the Exploration Manager and then the General Manager Exploration position. John has previously held various geological positions with several Australian resource companies, including Hamersley Iron, Australian Consolidated Minerals, WMC Resources and Mining Project Investors.
- (i) **Rochelle Lampard (General Manager – Human Resources):** Rochelle Lampard is an Organisational Psychologist with over 20 years' experience working in the Australian resources industry. Prior to joining Panoramic, she has held various strategic human resources management leadership, operations management and specialist roles with Cleveland-Cliffs, BHP Billiton Iron Ore, BHP Billiton Global Exploration, BHP Billiton Nickel West, WMC Resources and BHP Engineering and has worked in both corporate office and mining operations.

#### 4.3 Recent historical financial information

On 30 August 2019, Panoramic released its financial results for FY2019. Highlights included:

- (a) securing project loan financing for Savannah with Macquarie Bank (see section 8.2(a) for more information);
- (b) revenue of \$27.8 million and a net profit after tax of \$9.2 million for FY2019, despite ore production at Savannah being below FY2019 forecast; and
- (c) successful completion of a placement and entitlement offers in March 2019 and (post financial year end) September 2019.

Panoramic's 2019 Annual Report is available on the Investors' section of Panoramic's website at [www.panoramicroresources.com](http://www.panoramicroresources.com).

<sup>32</sup> As announced on 30 October 2019, Trevor Eton retires as Panoramic's Chief Financial Officer and Company Secretary on 28 January 2020.

#### 4.4 Operational Review

On 14 November 2019, Panoramic announced the commencement of a review of its operations at Savannah (**Operational Review**), prompted by:

- (a) below-budget operational performance during the September 2019 quarter; and
- (b) a need to revise downwards previously disclosed FY2020 production guidance.

The key objectives of the Operational Review were stabilising and improving short-term operational performance at Savannah and optimising Savannah North development plans.

On 25 November 2019, Panoramic announced that as part of that Operational Review, it had determined that production guidance for Savannah for FY2020 should be adjusted to 7,000-7,500 tonnes of nickel, 4,500-5,000 tonnes of copper and 400-450 tonnes of cobalt.

On 4 December 2019, Panoramic announced the full results of its Operational Review. The Operational Review included:

- (a) a detailed assessment and update of the Savannah life-of-mine schedule;
- (b) a review and optimisation of current operating cost levels and the forecast life-of-mine cost profile;
- (c) identification of opportunities to accelerate development to deliver further flexibility of ore sourcing; and
- (d) identification and implementation of initiatives to capture greater efficiencies, lift utilisation levels and enhance productivity within the underground operations.

The Operational Review has confirmed the integrity of the overall Savannah mine design and general operating parameters and the absence of any fatal flaws in the overall project design and operating plan. As noted below, the updated Savannah life-of-mine schedule sees modest reductions in forecast mined tonnes (5%) and nickel grade (2%) relative to the Updated Feasibility Study.

#### Key physicals from updated Savannah life-of-mine plan compared with equivalent outputs from Updated Feasibility Study

Key parameters		Updated Savannah LOM (incl. physicals to December 2019)	Feasibility Study (October 2017)	% change
Ore mined and processed	Mt	7.23	7.65	(5%)
Average nickel grade	% Ni	1.39%	1.42%	(2%)
Average copper grade	% Cu	0.66%	0.68%	(2%)
Average cobalt grade	% Co	0.09%	0.10%	(3%)
Contained nickel in concentrate	kt	83.7	90.2	(7%)
Contained copper in concentrate	kt	46.9	50.7	(7%)
Contained cobalt in concentrate	kt	6.1	6.7	(9%)

Key reliability and productivity opportunities assessed within the Operational Review and set to be implemented rapidly include:

- (a) diversification of backfill sources and utilisation; and
- (b) development acceleration, increased operational reliability and productivity gains through a planned transition to a predominant contract mining model.

#### 4.5 Entitlement Offer

On 5 December 2019, Panoramic announced it is conducting a conditionally underwritten, pro-rata, accelerated non-renounceable entitlement offer of Panoramic Shares on the basis of one (1) new Panoramic Share for every six (6) existing Panoramic Shares held by eligible Panoramic Shareholders at the record date of 9 December 2019 (**Entitlement Offer**).

Shares under the Entitlement Offer will be offered at \$0.30 per new Panoramic Share. The maximum number of new Panoramic Shares that may be issued under the Entitlement Offer is 109,039,285 Panoramic Shares to raise up to approximately \$32.7 million (before costs), based on Panoramic's current capital structure.

The Entitlement Offer price of \$0.30 per new Panoramic Share represents a 16.7% discount to the last traded price of Panoramic Shares immediately before the Entitlement Offer was announced (being \$0.36 on 4 December 2019), and a 22.3% discount to the 10-day volume weighted average price of Panoramic's Shares up to and including 4 December 2019 of \$0.39.

The proceeds of the Entitlement Offer will be used to repay the short-term Zeta Loan and meet Panoramic's working capital requirements as it progresses the development of Savannah North and implementation of the plan outlined in the Operational Review announced on 4 December 2019. Eligible Panoramic Shareholders will be sent a copy of the offer document pursuant to which the Entitlement Offer is being made on 12 December 2019.

Further information in relation to underwriting arrangements for the Entitlement Offer is contained in section 8.2(c) of this Target's Statement.

The accelerated (institutional) component of the Entitlement Offer closed on 6 December 2019 and raised approximately \$3.9 million from subscriptions for new Panoramic Shares. IGO declined to participate in the Entitlement Offer. Excluding IGO, the take-up rate in the institutional component of the Entitlement Offer was approximately 75%. In addition, Zeta has committed to participate for its full rights (subject to applicable laws and partially as a set off against the Zeta Loan)<sup>33</sup>. Zeta will be settling in the retail component of the Entitlement Offer.

As at the Last Trading Date, IGO has not confirmed whether it will seek to vary the Offer so that it extends to the Panoramic Shares issued under the Entitlement Offer.

#### 4.6 Publicly available information about Panoramic

Panoramic is a listed disclosing entity for the purposes of the Corporations Act and as such is subject to regular reporting and disclosure obligations. Specifically, as a listed company, Panoramic is subject to the Listing Rules which require continuous disclosure of any information Panoramic has concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

ASX maintains files containing publicly disclosed information about all listed companies. Panoramic's file is available for inspection at ASX during normal business hours. In addition, Panoramic is required to lodge various documents with ASIC, copies of which may be obtained from, or inspected at, an ASIC office. A substantial amount of information about Panoramic is also available in electronic form at [www.panoramicresources.com](http://www.panoramicresources.com).

<sup>33</sup> See summary of Zeta Loan in section 8.2(b) of this Target's Statement.

# 05

Information relating to  
IGO and the IGO Group

## 5 Information relating to IGO and the IGO Group

### 5.1 Disclaimer

The following information about IGO and the IGO Group is based on publicly available information, including information in the Bidder's Statement, and has not been independently verified by Panoramic. Panoramic does not make any representation or warranty, express or implied, as to the accuracy or completeness of this information. The information on IGO and the IGO Group in this Target's Statement should not be considered comprehensive. Further information about IGO and the IGO Group is set out in the Bidder's Statement and may also be obtained from IGO's website at [www.igo.com.au](http://www.igo.com.au).

Information contained in or otherwise accessible from that website does not form part of this Target's Statement. IGO is required to lodge various documents with ASIC.

### 5.2 Overview of IGO

The Offer is being made by IGO.

IGO is a public company incorporated in Australia which is listed on the ASX (ASX: IGO).

IGO'S principal assets comprise a 100% interest in Nova, a nickel-copper-cobalt operation in Western Australia, and a 30% non-operating interest in the Tropicana gold mine, also located in Western Australia. AngloGold Ashanti Australia Limited holds 70% and is the manager of the Tropicana operation.

IGO also holds exploration tenure in Western Australia, South Australia and the Northern Territory in Australia, and in Eastern Greenland.

Section 2 of the Bidder's Statement provides further information relating to IGO and the IGO Group, including its assets, board and management and recent financial performance and position.

### 5.3 IGO's interest in Panoramic

As at the Last Trading Date, Panoramic understands that IGO has a relevant interest in 24,920,325 Panoramic Shares or 3.81% of Panoramic's total issued capital.

See section 5 of the Bidder's Statement for further details.

### 5.4 IGO's intentions

IGO's intentions in relation to the continuation of or changes to Panoramic's business, (including any redeployment of the fixed assets of Panoramic), changes to the Board and the future employment of present employees of Panoramic are set out in section 7 of the Bidder's Statement.



# 06

## Risk factors

## 6 Risk factors

### 6.1 Overview

There are various risks associated with either accepting the Offer or rejecting the Offer and continuing to hold Panoramic Shares. Some of these risks are specific to IGO or Panoramic and their respective businesses, while others are risks of a more general nature that apply to any investment in a listed company. Some of these risks can be adequately mitigated by the use of safeguards and appropriate systems, but many are beyond the control of Panoramic and its Directors and cannot be mitigated.

The risks summarised below are not exhaustive and do not take into account the personal circumstances of Panoramic Shareholders. Prior to deciding whether to accept or reject IGO's Offer, Panoramic Shareholders should read this entire Target's Statement to gain an appreciation of Panoramic, its activities, operations, financial position and prospects, including the risks set out in this section 6, and should seek professional advice if they have any doubt about the risks associated with accepting or rejecting the Offer, having regard to their investment objectives and financial circumstances.

### 6.2 Risks associated with accepting the Offer

#### (a) Breaches of Defeating Conditions

As noted in section 3.3, Panoramic has already breached a number of the Defeating Conditions, and further breaches are possible. As at the Last Trading Date, IGO has not confirmed whether it intends to waive or rely on any of these breaches to seek to withdraw its Offer. If IGO does not waive these breaches, and the Offer is either withdrawn, or closes with Defeating Conditions unsatisfied, you will not receive the Offer Consideration, and will instead continue to hold your Panoramic Shares.

#### (b) Possibility of superior proposal emerging

A third party with a superior proposal may emerge. By accepting the Offer, you will not be able to accept any superior proposal that may be made, unless you become entitled to withdraw your acceptance (see section 3.6 for further information). As such, you may not be able to obtain any potential benefit associated with any such superior proposal.

#### (c) Taxation consequences of accepting the Offer

The taxation consequences of disposing of your Panoramic Shares pursuant to the Offer depend on a number of factors and your particular circumstances. A general outline of certain Australian tax considerations of such a disposal is set out in section 7. You should seek your own specific professional tax advice as to the taxation implications applicable to your circumstances.

#### (d) Possible appreciation of Panoramic Shares in the future

You may be able to sell your Panoramic Shares in the future for more valuable consideration than the Offer Consideration (though the Directors can give no assurances and make no forecast of whether this will occur).

#### (e) Additional risks of IGO business

If you accept the Offer, and the Offer becomes unconditional, you will become a shareholder of IGO and be exposed to the risks of holding IGO Shares. These risks are more fully described in section 9 of the Bidder's Statement.

### 6.3 Risks associated with rejecting the Offer and continuing as a Panoramic Shareholder

(a) Nickel, copper and cobalt prices

A key factor for Panoramic is the price of nickel, copper and cobalt. Nickel, copper and cobalt prices fluctuate due to a variety of factors including supply and demand fundamentals, international economic and political trends, expectations of inflation, currency exchange rate fluctuations, interest rates, global or regional consumption patterns and speculative activities. There can be no assurance that nickel, copper and cobalt prices will always be at levels such that Panoramic's deposits can be mined to provide an acceptable return in the future.

(b) Mining the Savannah orebody, construction of ventilation shaft and development of Savannah North

Panoramic continues to mine and process ore from its Savannah operations and has only recently developed access to the Savannah North orebody, with ore production expected to ramp up over the coming months. The Savannah operations have experienced a number of operational issues, and Panoramic continues to implement improvement strategies, including those identified in the Operational Review. As noted in section 4.4, these strategies include a planned transition to a contract mining model, which is expected to be effected in early 2020, and strategies designed to increase the reliability of supply of backfill to the mine. The move to a contract mining model is anticipated to alleviate some of the personnel shortage and equipment availability issues that have hampered the Savannah operations in the past.

Even if these strategies are implemented, the nature of mining is such that there remains a risk that mine production will continue to be below budget and the ramp up of production from Savannah North may take longer than planned, that production may be less than planned, that the grade recovered from mining may be lower than expected, that costs may be higher than anticipated or that revenue may be lower than expected. There are also risks that the ventilation shaft being constructed by raise boring could be delayed with an adverse impact on Panoramic's operating and/or financial performance.

(c) Cash position

The Panoramic Group's cash position as at 30 September 2019 was \$20.2 million. However, as announced on 14 November 2019, as a result of the below budget production and reduced revenue from operations at Savannah, Panoramic is required to raise further funds through the Entitlement Offer to maintain an appropriate working capital position. Given the Entitlement Offer is conditionally underwritten, provided the Underwriting Agreement is not terminated (and the condition satisfied), the Offer will provide Panoramic with additional funds of \$32.7 million (before costs). On this basis, on completion of the Entitlement Offer and repayment of the Zeta Loan (see below), the Panoramic Group will have approximately \$38.5 million cash at bank.

The Zeta Loan will be repayable on the first to occur of a change of control of Panoramic, the last day new Panoramic Shares are issued under the Entitlement Offer, 30 June 2020 or an event of default. The events of default are limited to breaches of obligations, representations or warranties and insolvency events.

Given Panoramic is an exploration and mineral project development company, it may need to raise substantial additional funds in the future to continue progressing and developing Savannah and other projects. There is a risk that Panoramic will be unable to raise such funds when needed or on reasonable terms. Unless Panoramic is able to continue to raise funds as required, that failure could delay or suspend the Panoramic Group's business activities and could have a material adverse effect on the solvency of the Panoramic Group.

## (d) Secured Savannah Project loan with Macquarie Bank

Panoramic and its controlled entities have agreed with Macquarie Bank on two occasions to materially amend the Savannah Facility Agreement to provide greater financial flexibility. Under the latest agreement with Macquarie Bank, the principal owing to Macquarie Bank has been reduced from \$40 million to \$20 million. In the event Panoramic is unable to comply with the amended terms of the Savannah Facility Agreement or is otherwise in breach of the Savannah Facility Agreement, the full amount of the loan may become payable earlier than scheduled. In those circumstances, Panoramic may have to find alternative arrangements and/or alternative financing to repay the loan. There is no guarantee that alternative funding could be sourced, either at all or on satisfactory terms and conditions.

Macquarie Bank has provided a waiver under the Savannah Facility Agreement to allow the Zeta Loan, and the waiver includes an additional review event for the Savannah Facility Agreement. A review is triggered if by 31 January 2020 Panoramic has not repaid the Zeta Loan or entered into a subordination deed in respect of the Zeta Loan. There is a risk that this review event will be triggered, and which may lead to a requirement to repay the loan to Macquarie Bank.

## (e) Hedge risk

Panoramic's hedging activities involve risks that could adversely impact the Panoramic Group's financial performance. The value of the Panoramic hedge book is currently negative. There is a risk that further deterioration of Panoramic's hedge book will restrict Panoramic from hedging against future risks. The Company's hedge book may need to be taken into account under any refinancing or restructuring of the Panoramic Group's debt facilities.

## (f) Mineral Resource and Ore Reserve estimates

Mineral Resource and Ore Reserve estimates are expressions of judgement based on knowledge, experience and industry practice. These estimates were appropriate when made but may change significantly when new information becomes available. Mineral Resource and Ore Reserve estimates are imprecise and depend to some extent on interpretations, which may ultimately prove to be inaccurate and require adjustment. Adjustments to Mineral Resource and Ore Reserve estimates could affect Panoramic's future plans and ultimately its financial performance and value.

## (g) Mining

Mining and development operations can be hampered by force majeure circumstances, environmental considerations and cost overruns for unforeseen events. Any event that impacts on the production rates, is likely to reduce the quantity of ore mined and thereby reduce the amount of ore or concentrate available for sale. Events that could adversely impact on production rates include, but are not limited to:

- (i) geotechnical and geological conditions;
- (ii) equipment availability, utilisation rates and failure;
- (iii) development rates at which relevant ore bodies are exposed; and
- (iv) scheduling constraints resulting from the interaction between various mining functions such as, drilling, blasting, bogging, loading & hauling and backfilling.

## (h) Processing

Panoramic's future profitability is in part governed by its ability to recover key minerals from ore and then concentrate those minerals into a saleable product. Processing risk at Savannah

includes mechanical failure in critical parts of the mill and an inability to achieve the targeted recovery of minerals from ore. Each of these events (were they to occur) could result in a reduced volume and/or off-specification concentrate being available for sale.

(i) Infrastructure, roads and transport

Panoramic requires access to road and port infrastructure. Transport is required to move consumables and equipment to its operations and ore or concentrate from its operations to customers. A prolonged event that restricts access to road and port infrastructure will delay the sale of product to Panoramic's customers with a consequential financial impact.

(j) Capital costs

Panoramic's future capital requirements may exceed those forecast in Panoramic's budget and life of mine plans from time to time and in these circumstances, there may be an adverse impact on Panoramic's operating and/or financial performance.

(k) Operating costs

Increases in operating costs may impact the profitability of Panoramic's operations. Panoramic is exposed to movements in operating costs, including but not limited to:

- (i) salaries;
- (ii) fuel (for mobile equipment and power generation);
- (iii) reagents and consumables; and
- (iv) external contractors.

(l) Tailings storage

Tailings are the waste generated by the processing of ore to concentrate. Panoramic has environmental obligations associated with its existing tailing storage facility at Savannah. Given the expected life of mine at Savannah, approval for additional tailings storage capacity will be required in the future.

(m) Contractors

Panoramic uses a range of external contractors and service providers to support its future operations. As noted in section 4.4 of this Target's Statement, following the results of the Operational Review, Panoramic plans to transition to a contract mining model at Savannah commencing in early 2020, which will consolidate several of those arrangements and increase reliance on the mining contractor. There is a risk that Panoramic may not be able to engage contractors, including the new mining contractor, or other service providers on acceptable terms, and that financial failure or default by any of the contractors or service providers used by Panoramic in any of its activities may impact on operating and/or financial performance.

(n) Services and utilities

Panoramic's operations require a consistent and reliable range of services including the supply of electricity and diesel fuel. At Savannah, diesel fuel is used to generate electricity which is essential for the operation of the underground mine and the processing plant.

(o) Customers

Panoramic has an offtake agreement for Savannah concentrate until February 2023. There is a risk that after that date, the offtake contract may not be able to be renegotiated on favourable

terms. If the customer reneged on its contractual obligations or otherwise failed to pay for concentrate delivered, or declined to receive further product, this would have a consequential effect on Panoramic's financial position. If necessary, in the short to medium term, the concentrate could potentially be sold into the spot market on uncertain terms and pricing. In the long term, a new customer for the concentrate would need to be secured with no guarantee that similar pricing or payment terms could be obtained from a new customer.

(p) Thunder Bay North PGM Project

The deadline for the execution of definitive documentation in relation to the sale of the Thunder Bay North Project to Benton Resources Inc. (see section 8.3 of this Target's Statement) has been extended a number of times. There is a risk that, due to circumstances beyond Panoramic's control, the definitive agreement may not be signed or that the other conditions precedent may not be met, with a consequential effect on Panoramic's financial position.

(q) Listed investment risks

Panoramic holds shares in a number of listed companies, including a 51% shareholding in Horizon Gold. There are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of mining and exploration companies have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of the securities. The past performance of these listed companies is not necessarily an indication as to future performance of these companies, as the trading price of shares can go up or down.

(r) Minority ownership consequences

The Offer is presently subject to a 50.1% minimum acceptance condition, which IGO has not, as at the date of this Target's Statement, indicated it would waive. If IGO waives this Defeating Condition (and all other Defeating Conditions are either waived or satisfied), IGO may be in position where it would hold less than 50.1% of Panoramic Shares.

IGO's intentions in relation to Panoramic in various scenarios where IGO acquires different levels of relevant interests in Panoramic are set out in section 7 of the Bidder's Statement.

Depending on the number of Panoramic Shareholders who accept the Offer, implications on the remaining Panoramic Shareholders who do not accept the Offer may include the following:

- (i) depending on the size of IGO's interest in Panoramic, it may be less likely that another party will seek to acquire all of the Panoramic Shares in the future;
- (ii) as described in section 8.12 of this Target's Statement, if IGO acquires control of Panoramic, there may be consequences in respect of certain of IGO's material contracts and financing arrangements;
- (iii) IGO may be in a position, either alone or together with other Panoramic Shareholders, to materially influence the appointment of the Directors and senior management of Panoramic. This, in turn, will enable IGO (either alone or together with other Panoramic Shareholders) to determine Panoramic's dividend policy and capital structure and to control the strategic direction of the Panoramic Group;
- (iv) the liquidity in Panoramic Shares may be lower than at present;
- (v) if the number of Panoramic Shareholders is less than that required by the Listing Rules to maintain an ASX listing, IGO has stated in section 7.4 of the Bidder's Statement that it will seek to have Panoramic removed from the official list of the ASX. If this occurs, Panoramic Shareholders will not be able to sell their Panoramic Shares on the ASX; and

- (vi) if IGO acquires 75% or more of Panoramic Shares, it will be able to pass a special resolution of Panoramic. This will enable IGO to, among other things, change the Panoramic constitution. However, Zeta (which has a 35.17% shareholding in Panoramic<sup>34</sup>) has publicly stated that it does not intend to accept the Offer in its current form.<sup>35</sup> If Zeta does not accept the Offer, IGO will not be able to acquire an interest in 75% or more of Panoramic Shares.

#### **6.4 General risks**

Mineral exploration and mining may be hampered by circumstances beyond the control of Panoramic and are operations which, by their nature, are subject to a number of inherent risks. Panoramic's Savannah Project is subject to a range of general mineral exploration, technical and financial risks associated with establishing Mineral Resources and Ore Reserves and operating a mine and processing facility. These include the general risk factors set out below.

- (a) Commodity prices and A\$:US\$ foreign exchange rate

There can be no assurance that nickel, copper and cobalt prices will be such that Panoramic's Savannah Project can be mined to provide an acceptable return in the future. Nickel, copper and cobalt prices fluctuate due to a variety of factors including supply and demand fundamentals, international economic and political trends, expectations of inflation, A\$:US\$ foreign exchange rate fluctuations, interest rates, global or regional consumption patterns and speculative activities.

Panoramic also holds interests in PGM assets, the commercial viability of which remain subject to market forces related to future PGM prices. There is a risk that adverse movements in the prices for PGMs could impact upon the future prospects of Panoramic's PGM assets.

Similarly, demand and supply of capital and currencies, forward trading activities, relative interest rates and exchange rates and relative economic conditions can impact foreign currency exchange rates. These factors may have a positive or negative effect on Panoramic's project development and production plans and activities together with the ability to fund those plans and activities.

- (b) Future capital requirements

If Panoramic requires future equity capital, such additional equity financing may be dilutive to shareholders, may be undertaken at lower prices than the current market price or may involve restrictive covenants which limit Panoramic's operations and business strategy. No assurances can be made that appropriate funding, if and when needed, will be available on terms favourable to Panoramic or at all.

- (c) Board restructure, the Managing Director and other key personnel

Panoramic's Managing Director and CEO, Mr Victor Rajasooriar, commenced employment with Panoramic on 11 November 2019. Panoramic also announced a restructure of its Board and Board sub-committees on 4 November 2019. Panoramic believes that it has appointed the best possible candidates to their respective positions. However, Panoramic's performance may be affected in the short term as these representatives familiarise themselves with their respective roles.

The Managing Director and a number of other key personnel are important to attaining the business goals of Panoramic. One or more of these key individuals could leave their employment, and this may adversely affect the ability of Panoramic to conduct its business and, accordingly, affect the financial performance of Panoramic and its share price. Difficulties

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<sup>34</sup> As at 12 November 2019.

<sup>35</sup> See Zeta's ASX announcement dated 12 November 2019.

attracting and retaining such personnel may adversely affect the ability of Panoramic to conduct its business. Panoramic is also exposed to a general resources industry risk of not being able to appoint operational personnel on reasonable terms if labour costs in the resources industry increase. In these circumstances Panoramic's operating and financial performance may be adversely affected.

(d) Liquidity risk

There can be no guarantee that there will continue to be an active market for Panoramic Shares or that the price of Panoramic Shares will increase. There may be relatively few buyers or sellers of Panoramic Shares on ASX at any given time. This may affect the volatility of the market price of Panoramic Shares. It may also affect the prevailing market price at which Panoramic Shareholders are able to sell their Panoramic Shares. This may result in Panoramic Shareholders receiving a market price for their Panoramic Shares that is less or more than the value ascribed to each Panoramic Share under the Offer Consideration. Further, depending on the level of acceptance of IGO's Offer, if the Offer is declared unconditional, the liquidity of the Panoramic Shares may further decrease (see also section 6.3(r) for other implications associated with minority ownership as a result of IGO's Offer).

(e) Economic factors

The operating and financial performance of Panoramic is influenced by a variety of general economic and business conditions, including levels of consumer spending, oil prices, inflation, interest rates and exchange rates, supply and demand, industrial disruption, access to debt and capital markets and government fiscal, monetary and regulatory policies. Changes in general economic conditions may result from many factors, including government policy, international economic conditions, significant acts of terrorism, hostilities, war or natural disasters. A prolonged deterioration in general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, could be expected to have an adverse impact on Panoramic's operating and financial performance and financial position. Panoramic's future possible revenues and share price can be affected by these factors, which are beyond the control of Panoramic.

(f) Stock market conditions

As with all stock market investments, there are risks associated with an investment in Panoramic. Share prices may rise or fall and the price of Panoramic Shares might trade below or above the value ascribed to each Panoramic Share under the Offer Consideration. General factors that may affect the market price of the Panoramic Shares include economic conditions in both Australia and internationally, investor sentiment and local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

(g) Securities investment risk

Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of mining and exploration companies have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of the securities regardless of Panoramic's performance. The past performance of Panoramic is not necessarily an indication as to future performance of Panoramic as the trading price of the Panoramic Shares can go up or down. Neither Panoramic nor the Directors warrant the future performance of Panoramic or any return on an investment in Panoramic.

(h) Exploration risks

The success of Panoramic also depends in part on successful exploration programs leading to the delineation of economically minable Mineral Resources or Ore Reserves, securing and maintaining title to Panoramic's exploration and mining tenements and obtaining all consents and approvals necessary for the conduct of its exploration activities. Exploration on Panoramic's existing exploration and mining tenements may be unsuccessful, resulting in a reduction of the value of those tenements, diminution in the cash reserves of Panoramic and possible relinquishment of the exploration and mining tenements.

(i) Ability to exploit successful discoveries

It may not always be possible for Panoramic to exploit successful discoveries which may be made on tenements in which Panoramic has an interest. Such exploitation would involve obtaining the necessary licences, clearances and/or approvals from relevant authorities that may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further, the decision to proceed to further exploitation may require participation of other companies, whose interests and objectives may not be the same as Panoramic's.

(j) Debtors' risk

There is a risk that Panoramic may be unable to recover amounts owed to it (or which may be owed to it in the future) by debtors, which may have an adverse effect on the financial performance of Panoramic.

(k) Native Title risk

The Native Title Act 1993 (Cth) (**NTA**) recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional laws and customs. Native title may impact on Panoramic's operations and future plans. Native title is not generally extinguished by the grant of exploration and mining tenements, as they are not generally considered to be grants of exclusive possession. However, a valid exploration or mining tenement prevails over native title to the extent of any inconsistency for the duration of the title. If invalid because of native title, tenements granted prior to 1 January 1994 have been validated by the NTA. Tenements granted between 1 January 1994 and 23 December 1996, if invalid because of native title, are also likely to have been validated subject to satisfying criteria established in the NTA.

For tenements that may still be subject to native title, in order to be validly granted (or renewed) after 23 December 1996, the "right to negotiate" regime established by the NTA must be followed, resulting in an agreement with relevant native title parties or a determination by an independent tribunal as to whether the tenement can be granted from a native title perspective. Alternatively, an Indigenous Land Use Agreement may be entered into between Panoramic and relevant native title parties. An expedited regime not requiring agreement or determination by an independent tribunal may apply to some exploration tenements subject to satisfying criteria established in the NTA. Panoramic must also comply with Aboriginal heritage legislation requirements, which require heritage survey work to be undertaken ahead of the commencement of mining and exploration operations.

(l) Insurance risks

Panoramic will endeavour to maintain insurance within ranges of coverage in accordance with industry practice. However, in certain circumstances Panoramic's insurance may not be of a nature or level to provide adequate cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of Panoramic. Insurance of risks associated with minerals exploration and production is not always available and, where available, the costs can be prohibitive. There is a

risk that insurance premiums may increase to a level where Panoramic considers it is unreasonable or not in its interests to maintain insurance cover or not to a level of coverage which is in accordance with industry practice. Panoramic will use reasonable endeavours to insure against the risks it considers appropriate for Panoramic's needs and circumstances. However, no assurance can be given that Panoramic will be able to obtain such insurance coverage in the future at reasonable rates or that any coverage it arranges will be adequate and available to cover claims.

(m) Competition

Panoramic competes with other companies, including major mining companies in Australia and internationally. Some of these companies have greater financial and other resources than Panoramic and, as a result, may be in a better position to compete for future business opportunities. There can be no assurance that Panoramic can compete effectively with these companies.

(n) Litigation risk

Panoramic is subject to litigation risks. All industries, including the minerals exploration and production industry, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which Panoramic is or may become subject could have a material effect on its financial position, operational results or Panoramic's activities.

(o) Environmental risk

The operations and activities of Panoramic are subject to the environmental laws and regulations of Australia and Canada. As with most exploration projects and mining operations, Panoramic's operations and activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. Panoramic attempts to conduct its operations and activities to the highest standard of environmental obligation, including compliance with all environmental laws and regulations. Panoramic is unable to predict the effect of additional environmental laws and regulations which may be adopted in the future, including whether any such laws or regulations would materially increase Panoramic's cost of doing business or affect its operations on any of its tenements. However, there can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige Panoramic to incur significant expenses and undertake significant investments which could have a material adverse effect on Panoramic's business, financial condition and performance.

(p) Weather and climate risk

The current and future operations of Panoramic may be affected by restrictions on activities due to seasonal weather patterns, flooding and cyclonic activity.

(q) Regulatory risks

Panoramic's operations are subject to various federal, state and local laws, including those relating to mining, prospecting, development permit and licence requirements, industrial relations, environment, land use, royalties, water, native title and cultural heritage, mine safety, mine rehabilitation following closure and occupational health. Approvals, licences and permits required to comply with such rules are subject to the discretion of the applicable government officials. No assurance can be given that Panoramic will be successful in obtaining any or all of the various approvals, licences and permits or maintaining such authorisations in full force and effect without modification or revocation. To the extent such approvals are required and not retained or obtained in a timely manner or at all, Panoramic may be curtailed or prohibited from continuing or proceeding with exploration and production.

(r) Tax and royalties risk

Changes to income tax, GST, stamp duty or other revenue legislation, case law, rulings or determinations issued by the Commissioner of Taxation or other practices of tax authorities may change following the date of this Target's Statement or adversely affect Panoramic's profitability, net assets and cash flow. In particular, both the level and basis of taxation may change.

Changes to either the royalty regime or the Mining Rehabilitation Fund scheme in Western Australia or any other place where Panoramic might produce minerals in the future may have a consequential effect on Panoramic's financial performance.

(s) Closure and rehabilitation risk

At the completion of each of its mining operations, Panoramic is required to rehabilitate and otherwise close that operation in accordance with relevant laws and an approved plan. There is a risk that the cost of, or time taken to, rehabilitate or otherwise close any mining operation may be more expensive or take longer than originally planned with a consequential effect on Panoramic's financial performance.

(t) War and terrorist attacks risk

War or terrorist attacks anywhere in the world could result in a decline in economic conditions worldwide or in a particular region. There could also be a consequential effect on Panoramic's financial performance.

(u) Other

Other risk factors include those normally found in conducting business, including litigation resulting from the breach of agreements, or in relation to employees (through personal injuries, industrial matters or otherwise), or any other cause, strikes, lockouts, loss of service of key management or operational personnel, non-insurable risks, delay in resumption of activities after reinstatement following the occurrence of an insurable risk and other matters that may interfere with the business or trade of Panoramic. The above list of risk factors ought not to be taken as exhaustive of the risks faced by Panoramic or by investors in Panoramic. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of Panoramic and the value of the Panoramic Shares.



# 07

## Taxation considerations

## 7 Taxation considerations

### 7.1 Introduction

This section is a brief guide on only certain Australian tax considerations of transferring Panoramic Shares to IGO under the Offer based on the law and the administrative practices of Australian revenue authorities as at the date of this Target's Statement. It is not advice to any particular Panoramic Shareholder and does not set out all tax considerations that may be applicable. Panoramic Shareholders should seek their own tax advice that takes into account their personal circumstances.

This guide only sets out possible Australian tax considerations for Panoramic Shareholders who hold their shares on capital account for Australian income tax purposes.

It does not consider the consequences for shareholders who: are in the business of trading or dealing in securities or otherwise hold their Panoramic Shares on revenue account; acquired their Panoramic Shares in return for services or as the result of an employee share plan or employee share option plan; acquired (or are taken to have acquired for Australian income tax purposes) their Panoramic Shares prior to 20 September 1985; are subject to the taxation of financial arrangements rules contained in Division 230 of the Income Tax Assessment Act 1997 (Cth); are a bank, insurance company, tax exempt organisation or superannuation funds with accounts in a tax-free pension phase; are non-residents who currently hold, or have held, Panoramic Shares at any time through a permanent establishment in Australia; or are temporary residents.

### 7.2 Taxation on the disposal of Panoramic Shares

A Panoramic Shareholder who transfers their Panoramic Shares to IGO under the Offer will dispose of those Panoramic Shares for Australian tax purposes when they accept the Offer, even if the Defeating Conditions are not satisfied until a later date. The Australian tax consequences will differ depending on the residence of the Panoramic Shareholder.

### 7.3 Determination of capital gains and losses

A Panoramic Shareholder should realise a capital gain equal to the amount by which the Offer Consideration exceeds the cost base of that Panoramic Share. A Panoramic Shareholder will alternatively realise a capital loss equal to the amount by which the reduced cost base of the Panoramic Share exceeds the Offer Consideration. The cost base and reduced cost base of a Panoramic Share should generally include the amount paid (or deemed to be paid) to acquire the Panoramic Share, which includes certain incidental costs (such as brokerage fees) of the acquisition holding and disposal of the Panoramic Share. The reduced cost base does not include certain amounts that would be included in the cost base.

A capital loss may be used to offset a capital gain made in the same income year or be carried forward to offset a capital gain made in a future income year, subject to the satisfaction of certain loss recoupment tests. Capital losses cannot reduce or offset other income or gains.

### 7.4 Australian resident Panoramic Shareholders

An Australian resident Panoramic Shareholder who is an individual, a trust or a complying superannuation fund may be entitled to reduce their capital gain (after first reducing the capital gain by any available capital losses) by the applicable CGT discount (one-third in the case of a complying superannuation fund and one-half in the case of an individual or a trust that is not a superannuation fund) provided that the Panoramic Shares were

acquired (for tax purposes) at least 12 months before their disposal to IGO (excluding the date of acquisition and the date of disposal) and the Panoramic Shareholder did not choose to index the cost base of their Panoramic Shares (where applicable).

### 7.5 Non-resident Panoramic Shareholders

Any Panoramic Shareholder that is not a resident for Australian income tax purposes should generally not have to pay Australian income tax on any capital gain arising on the disposal of their Panoramic Shares, unless both of the following requirements are satisfied:

- (a) the Panoramic Shareholder, together with its Associates, held a combined interest of at least 10% in Panoramic either at the time the Panoramic Shares were disposed of (for tax purposes) or for at least 12 months during the 24 months before the Panoramic Shares were disposed of (for CGT purposes); and
- (b) more than 50% of the value of Panoramic's assets is attributed to direct or indirect interests in Australian real property, which is defined to include mining and exploration leases and licences (**Principal Asset Test**).

Where this is the case, non-resident Panoramic Shareholders may be liable for tax on gains from the disposal of their Panoramic Shares and may be required to lodge a tax return in connection with the disposal of Panoramic Shares.

The Principal Asset Test must be assessed at the time of the relevant disposal, which will vary for each Panoramic Shareholder. IGO has stated in its Bidder's Statement that it expects that the Principal Asset Test is likely to be satisfied for Panoramic.

A non-resident Panoramic Shareholder who is subject to tax on disposal of their Panoramic Shares may be eligible to apply a CGT discount to part of their gain, depending on their circumstances if the acquired, or are taken to have acquired, their Panoramic Shares on or before 8 May 2012.

### 7.6 Scrip-for-scrip rollover relief

Panoramic Shareholders may be able to defer tax otherwise payable on gains from the disposal of their Panoramic Shares if the scrip-for-scrip rollover relief conditions are satisfied. If those conditions are satisfied, they may defer the payment of tax until they dispose of the IGO Shares they receive as Offer Consideration.

However, scrip-for-scrip rollover relief is only available if IGO becomes the owner of 80% or more of the Panoramic Shares. Panoramic's major shareholder, Zeta, owns 35.17% of the Panoramic Shares<sup>36</sup> and has publicly stated it does not intend to accept the Offer in its current form.<sup>37</sup> If Zeta does not accept the Offer, IGO will not become the owner of 80% or more of the Panoramic Shares and Panoramic Shareholders will not be entitled to scrip-for-scrip rollover relief.

### 7.7 Non-resident CGT withholding tax

IGO may be required to pay 12.5% of the Offer Consideration (**non-resident CGT withholding tax**) to acquire the Panoramic Shares to the Australian Taxation Office if at least one of the Panoramic Shareholders is a non-resident, and the Principal Asset Test is satisfied.

<sup>36</sup> As at 12 November 2019.

<sup>37</sup> See Zeta's ASX announcement dated 12 November 2019.

IGO has stated in its Bidder's Statement that it expects the Principal Asset Test is likely to be satisfied. It has proposed that Panoramic Shareholders who are Australian residents or who do not satisfy the Participation Test complete a declaration (**CGT Declaration**) included in the Acceptance Form. It has also stated that it *may* deduct an amount on account of the non-resident CGT withholding (by reducing the number of IGO Shares provided as Offer Consideration) if the relevant Panoramic Shareholder does not complete the CGT Declaration or if IGO knows the CGT Declaration to be false.

The Principal Asset Test must be assessed at the time of the relevant disposal, which will vary for each Panoramic Shareholder.

#### **7.8 Stamp duty**

Panoramic Shareholders will not be liable to any stamp duty in respect of their disposal of Panoramic Shares. It is not expected that any Panoramic Shareholder will be liable to any stamp duty in respect of their acquisition of IGO Shares.

#### **7.9 GST**

Panoramic Shareholders should not be subject to any GST in respect of their disposal of Panoramic Shares or the acquisition of IGO Shares. Panoramic Shareholders should seek their own tax advice to determine whether any GST incurred on costs (for example third party advisers' fee) in relation to the disposal of their Panoramic Shares or the acquisition of IGO Shares is recoverable by way of input tax credits or reduced input tax credits.

#### **7.10 IGO Shares**

Panoramic Shareholders should refer to the description of the tax implications of acquiring, holding and disposing of IGO Shares set out in the Bidder's Statement.

# 08

## Additional information



## 8 Additional information

### 8.1 Capital structure

As at the date of this Target's Statement, the Panoramic Securities on issue are:

CLASS	NUMBER
Panoramic Shares	654,235,709

As at the date of this Target's Statement, Panoramic has no Options or Performance Rights on issue.

Panoramic is offering up to 109,039,285 new Panoramic Shares to eligible Panoramic Shareholders pursuant to the Entitlement Offer discussed in section 4.5 of this Target's Statement. As at the Last Trading Date, IGO has not confirmed whether it will seek to vary the Offer so that it extends to the Panoramic Shares issued under the Entitlement Offer.

Further information in relation to underwriting arrangements for the Entitlement Offer are contained in section 8.2(c) of this Target's Statement.

### 8.2 Debt and equity arrangements

#### (a) Savannah Facility Agreement

Panoramic executed the original Savannah Facility Agreement with Macquarie Bank on 20 September 2018 to provide a secured project loan of up to A\$40 million and nickel, copper and A\$:US\$ foreign exchange hedging lines.

In March 2019, following the slower than forecast ramp up of production from Savannah and lower than forecast commodity prices, the Savannah Facility Agreement was restructured as follows:

- (i) debt – A\$30 million senior facility, A\$10 million mezzanine facility;
- (ii) margin – competitive margins for each debt style;
- (iii) availability – fully drawn;
- (iv) repayment schedule – quarterly from June 2020 to December 2021;
- (v) loan covenants and project ratios – applied to senior debt only;
- (vi) first mandatory hedging – 7 kt of nickel at an average forward price of A\$8.44/lb, 3 kt of copper at an average forward price of A\$3.71/lb (undertaken in September 2018); and
- (vii) second mandatory hedging – 1,560 tonnes of nickel at an average forward price of A\$8.15/lb (undertaken in March 2019).

In September 2019, the Savannah Facility Agreement was restructured again primarily to reduce the loan amount to a total of \$20 million. This was achieved with funds from the two for 11 pro-rata entitlement offer undertaken in September 2019. The current Savannah Facility Agreement terms are summarised as follows:

- (i) debt – senior facility, A\$20 million;
  - (ii) margin – competitive margin;
  - (iii) repayment schedule – quarterly from September 2020 - March 2022 (delayed by one quarter);
  - (iv) loan covenants and project ratios – debt service cover and ratio removed;
  - (v) minimum project liquidity amount – A\$7.5 million minimum removed until mid-2020, then one-month operating costs; and
  - (vi) no additional hedging required – existing hedging rolled to FY2021/22 to match the new loan repayment profile (ie. delivery between September 2020 – March 2022).
- (b) Zeta Loan

On 25 November 2019, Zeta provided Panoramic with an unsecured bridge loan facility in the amount of \$10.5 million (**Zeta Loan**). The key terms of the Zeta Loan are as follows:

- (i) principal amount – A\$10.5 million;
  - (ii) interest rate – 5% per annum (increasing to 10% if the loan has not been repaid before 31 December 2019);
  - (iii) unsecured with no financial covenants;
  - (iv) amounts drawn (together with any interest accrued) under the Zeta Loan are repayable on the earlier of:
    - a change of control in Panoramic (being someone obtaining voting power of more than 50% and if there is a bid, it becomes unconditional, or a scheme of arrangement becomes effective);
    - the last date shares are issued under any entitlement offer undertaken by Panoramic;
    - the occurrence of an event of default (which are limited to breaches of obligations, representations and warranties, and insolvency events); and
    - 30 June 2020 (**Maturity Date**);
  - (v) Zeta undertakes to subscribe for its pro-rata share of any entitlement offer by Panoramic, provided it opens before 31 January 2020 and is for no greater than \$35 million. The Entitlement Offer satisfies these requirements. Zeta may elect to set off the application monies due under the Entitlement Offer against the amounts owed to Zeta under the Loan Facility; and
  - (vi) an establishment fee of 1.0% of the loan amount is payable on the Maturity Date (increasing to 1.5% if the loan has not been repaid before 31 December 2019). Macquarie Bank has provided a waiver under the Savannah Facility Agreement in connection with this Loan Facility.
- (c) Morgans Underwriting Agreement

On 5 December 2019, Panoramic executed a conditional underwriting agreement with Morgans Corporate Limited (**Morgans** or the **Underwriter**) pursuant to which Morgans agreed to arrange, manage and conditionally underwrite the Entitlement Offer.

On settlement, Panoramic must pay the Underwriter in accordance with the Underwriting Agreement a management fee equal to 1.0% and an underwriting fee equal to 3.25% of the Entitlement Offer proceeds (net of the amount paid by Zeta's in respect of its participation in the Entitlement Offer).

The Company has agreed to reimburse the Underwriter for reasonable costs and expenses incurred by the Underwriter in relation to the Entitlement Offer. The Company has authorised the Underwriter to pay any fees of the co-managers or brokers in relation to the Entitlement Offer, out of fees payable to them.

The Underwriter may terminate the Underwriting Agreement, at any time after the date of the Underwriting Agreement and on or before Completion if certain events occur. A summary of these events is set out in Panoramic's ASX announcement in relation to the Entitlement Offer dated 5 December 2019. Certain of these events only entitle the Underwriter to terminate if they have a material adverse effect on the financial position or performance, shareholder's equity, profits, losses, results, condition, operations or prospects of Panoramic, or the success or outcome of the Entitlement Offer, the market price of Shares or the ability of the Underwriter to market, promote or settle the Entitlement Offer.

The issue of Panoramic Shares to the Underwriter (or sub-underwriters) will, if required, be subject to shareholder approval pursuant to Listing Rule 7.9<sup>38</sup>, which will be sought at an extraordinary general meeting of Panoramic Shareholders to be held prior to 17 January 2020.

The Underwriting Agreement contains representations, warranties and undertakings provided by Panoramic to the Underwriter. The Underwriting Agreement also provides that a break fee of approximately \$1 million is payable by Panoramic if the Entitlement Offer is withdrawn prior to 13 December 2019.

The representations and warranties relate to matters such as conduct of Panoramic, power and authorisations, information provided, a proper due diligence process, disclosure obligations and compliance with the laws, ASX Listing Rules and other legally binding requirements.

The undertakings by Panoramic include that it will, without the prior written consent of the Underwriter, from the date of the Underwriting Agreement up until 90 days after completion of the Entitlement Offer:

- (a) not alter its capital structure or allot or agree to allot any shares that are convertible or exchangeable into Panoramic Shares;
- (b) not amend its constitution;
- (c) not pass or take steps to pass a resolution under section 260A of the Corporations Act; and
- (d) carry on business and not dispose of any material part of the business or property;

The Company agrees to keep the Underwriter indemnified from losses suffered in connection with the Entitlement Offer, subject to certain exclusions including wilful default, fraud, negligence, recklessness or a material breach.

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<sup>38</sup> Broadly, such approval will be required unless IGO consents to the Entitlement Offer, ASX grants a waiver of Listing Rule 7.9, or the Offer is withdrawn.

As noted in section 8.7, certain of the Directors may participate as sub-underwriters in the Entitlement Offer.

### 8.3 Thunder Bay North OGM Project

Panoramic's farm-in agreement with Rio Tinto Exploration Canada Inc. (**RTEC**) in relation to its Thunder Bay North Project (**TBN**), located in Canada under which RTEC had the right to earn a 70% interest in TBN by spending C\$20 million over five years from January 2015, has terminated. On 2 July 2019, Panoramic signed a binding Letter Agreement (**Letter Agreement**) with Benton Resources Inc. of Canada (TSX-V:BEX) (**Benton**) to sell all of the shares in Panoramic's 100% subsidiary Panoramic PGMs (Canada) Limited (**PAN PGMs**) to Benton for a total consideration of C\$9.0 million. On 1 September 2019, Panoramic and Benton agreed to amend the Letter Agreement such that the consideration will now be paid as follows:

- (a) C\$4.5 million on completion of the transaction; and
- (b) C\$1.5 million on each of the first, second and third anniversaries of completion.

Completion of the sale of PAN PGMs to Benton is subject to various conditions precedent, including:

- (a) signing a Definitive Agreement (see below);
- (b) receipt of any necessary regulatory approvals and shareholder approvals required by Benton; and
- (c) Benton raising sufficient finance to fund the C\$4.5 million payable on completion.

The deadline for signing a Definitive Agreement has been extended a number of times, most recently to 31 January 2020.

### 8.4 Due diligence and Third Party Proposals

Panoramic has established a data room and entered into confidentiality agreements with several parties in connection with their formulation of potential alternative proposals to the Offer (**Third Party Proposals**).

There can be no assurance that a Third Party Proposal will emerge.

Panoramic proposes to make a further announcement to ASX regarding the status of Third Party Proposals (if not required by law of the Listing Rules (including by reason of the existence of the Entitlement Offer) to do so earlier) no later than seven days prior to the scheduled close of the Offer, which is at 7.00 pm (AEDT) on 27 December 2019.

## 8.5 Substantial holders

Based on substantial shareholder notices provided to Panoramic and other publicly available information as at the Last Trading Date, the substantial shareholders of Panoramic are:

NAME OF HOLDER	RELEVANT NUMBER OF PANORAMIC SHARES	VOTING POWER
Zeta	230,106,528	35.17% <sup>39</sup>

## 8.6 Directors of Panoramic

At the date of this Target's Statement, the Directors of Panoramic are:

- (a) Peter Sullivan (Non-Executive Chairman);
- (b) Victor Rajasooriar (Managing Director);
- (c) Nicholas Cernotta (Non-Executive Director and Lead Independent Director);
- (d) Rebecca Hayward (Non-Executive Director); and
- (e) Gillian Swaby (Non-Executive Director).

## 8.7 Interests of Directors in Panoramic Securities

As at the Last Trading Date, no Director had a relevant interest in Panoramic Shares.

Each of the Directors (with the exception of Peter Sullivan) propose to participate as sub-underwriters in respect of the Entitlement Offer and may, in that capacity, be issued Panoramic Shares. The number of Panoramic Shares they may acquire will depend on the magnitude of the shortfall, if any, and the allocation policy of the Underwriter (see section 8.2(c) of this Target's Statement. If the Directors do subscribe for Panoramic Shares as sub-underwriters, and if the Offer is extended to those shares, each of the Directors intends to reject the Offer in respect of those shares.

## 8.8 Dealings of Directors in Panoramic Securities

No Director has acquired or disposed interests in any Panoramic Securities in the four months ending on the date of the Target's Statement.

## 8.9 Directors' interests and dealings in IGO

Neither Panoramic nor any of its Directors have a relevant interest in the securities of IGO or any Related Body Corporate of IGO, other than Mr Peter Sullivan who has a relevant interest in 12,500 IGO shares (acquired as consideration under the bid by IGO for Jabiru Metals Ltd in 2011).

## 8.10 Impact of the Offer on Panoramic's senior employee and director arrangements

None of the contractual arrangements between Panoramic, its Directors and key employees will be materially affected by the Offer, if it were to become unconditional,

<sup>39</sup> See Zeta's ASX announcement on 12 November 2019.

other than those matters described below. Any payments described below are subject to limitations in the Corporations Act.

(a) Director arrangements

As a result of the Offer, no benefit (other than a benefit which can be given without member approval under the Corporations Act) has been paid or will be paid to any Director or secretary in connection with the loss of, or their resignation from, their office.

Other than as disclosed in this Target's Statement, no Panoramic Director has agreed to receive, or is entitled to receive, any benefit from IGO which is conditional on, or is related to, the Offer, other than in their capacity as a holder of Panoramic Shares.

No agreement has been made between any Director and any person in connection with, or conditional upon, the outcome of the Offer, other than in their capacity as a holder of Panoramic Shares.

No Director has any interest in any contract entered into by IGO.

(b) Executive and employee arrangements

Certain executives and employees are entitled under contract and statute to various amounts of redundancy payments. In addition to the above matters, the Managing Director and key employees are entitled to securities under Panoramic's Employee Share Plan (see section 8.11 of this Target's Statement).

### 8.11 Panoramic's Employee Share Plan

As part of Panoramic's remuneration framework, the Employee Share Plan enables Panoramic to make annual grants of short-term incentives (**STIs**) and long-term incentives (**LTIs**) to senior executives and senior managers as a component of their total annual remuneration.

Under the Employee Share Plan, Panoramic can grant senior executives and senior managers Options and Performance Rights (collectively defined as "**Awards**"). Notwithstanding that the Employee Share Plan includes the offer and granting of Options, in its discretion, the Board has determined that the grant of Performance Rights is the preferred LTI component of Panoramic's senior executive and senior manager total remuneration for the foreseeable future.

A Performance Right is a right to be issued or transferred a share at a future point, subject to the satisfaction of vesting conditions. No exercise price is payable and eligibility to a grant of Performance Rights under the Employee Share Plan is at the Board's discretion. If approved by the Board, a participant under the Employee Share Plan may be paid, as an alternative, a cash amount equal to the market value of a Panoramic Share as at the date the Performance Right is exercised instead of being issued or transferred a Panoramic Share.

The LTI dollar value that senior executives and senior managers may be entitled to receive in Performance Rights (or Options if applicable) is set at a fixed percentage of their annual fixed remuneration and ranges from 25% to 100% of fixed remuneration, depending on the participant's level of seniority.

Future grants of Performance Rights made under the Employee Share Plan are to be subject to the satisfaction of service and three vesting conditions over a three-year vesting period. These vesting conditions have been reviewed and determined by the Remuneration Committee. Absolute total shareholder return (**TSR**), relative TSR and Ore Reserves and Mineral Resources growth performance, net of depletion, are deemed by

the Remuneration Committee as appropriate performance measures of Panoramic's performance. Similar split performance conditions are commonly used by other ASX listed resource companies.

Absolute TSR and relative TSR are forward-looking performance measures that drives continued and sustainable growth, measuring the return received by Shareholders from holding Shares over the three-year vesting period. No reward will be provided to senior executives and senior managers unless:

- (a) Panoramic's absolute TSR is positive; and
- (b) the relative TSR performance positions is at the 50th percentile or greater against a customised peer group. No retesting will be permitted.

Ore Reserves and Mineral Resources metal growth performance is also a forward-looking performance measure and is fundamental to the sustainability of Panoramic's economic performance and financial survival. No reward will be provided to senior executives and senior managers if the Panoramic Group's Ore Reserves and Mineral Resources are depleted. No retesting will be permitted.

Future grants of Performance Rights (or Options if applicable) under the Employee Share Plan to Panoramic's Managing Director, Mr Victor Rajasooriar, will still be subject to approval by Panoramic Shareholders in accordance with the Listing Rules and the Corporations Act. Approval by Panoramic Shareholders would also be necessary for any grant of Awards under the Employee Share Plan to the non-executive directors.

As at the date of this Target's Statement, there are no unvested Panoramic Securities on issue. However, as announced on 23 October 2019, Mr Victor Rajasooriar is entitled under his employment agreement to be granted Performance Rights in accordance with the Employee Share Plan on an annual basis should Panoramic achieve specified performance hurdles over a rolling three-year period. Subject to shareholder approval and the Listing Rules, the first grant of Performance Rights will be for the performance period from 1 July 2020 to 30 June 2023, with a vesting date of 1 July 2023. The future annual grant of Performance Rights (with a new three-year performance period and vesting date) will be made subject to the Employee Share Plan being suspended or modified by Panoramic's Remuneration Committee.

## 8.12 Change of control events

The following material contracts to which a member of the Panoramic Group is party contain change of control clauses which may be triggered by the Offer.

- (a) Financing arrangements
  - (i) **Savannah Facility Agreement** – under the Savannah Facility Agreement, Panoramic is required to notify Macquarie Bank upon the occurrence of a change of control. The parties then have 30 days to negotiate in good faith any amendments to the financial arrangements, failing which Macquarie Bank is entitled to declare all amounts due and payable within 75 days.
  - (ii) **ISDA Master Agreement** – under the ISDA Master Agreement, if all monies owing become payable under the Savannah Facility Agreement because of the occurrence of a change of control event, all hedges must be closed out the next Business Day after that occurrence.

## (b) Horizon Gold Management Agreement

Under the Horizon Gold Management Agreement, in the event of a change of control, the agreement will terminate 21 days later. Pursuant to this agreement, which was extended on 25 November 2019 for a further six months until 22 June 2020, Panoramic is responsible for the day to day running of Horizon Gold and provides technical, managerial and administrative expertise and services in connection with the Gum Creek Gold Project (in which Panoramic has a 51% equity interest) and other assets that Horizon Gold may from time to time specify.

## (c) Mr Victor Rajasooriar's Employment Agreement

Under Mr Victor Rajasooriar's employment agreement, Mr Rajasooriar may elect to deem a notice of termination as having been given by Panoramic, if, within three months following a change of control of Panoramic, there is a material reduction or downgrade of his role, status or authority, or reporting relationship with the Board. In such circumstances, Mr Rajasooriar will be entitled to six months' salary and any pro-rata STI, with all payments made in lieu of any notice periods and vesting LTI Awards.

## (d) Other material contracts

As far as the Directors are aware, none of Panoramic's other agreements, which are material in the context of Panoramic's business taken as a whole, contain change of control clauses which may be triggered if IGO is successful in acquiring control of Panoramic, and which give rise to:

- (i) that agreement being terminated; or
- (ii) the business of Panoramic otherwise being materially adversely affected.

**8.13 Material litigation**

As at the Last Trading Date, Panoramic is not aware of any material disputes or litigation being undertaken, commenced or threatened against any member of the Panoramic Group.

**8.14 Consents**

The following parties have given, and have not withdrawn before the lodgement of this Target's Statement with ASIC, their written consent to be named in this Target's Statement in the form and context in which they are so named:

- (a) Gilbert + Tobin and Mr Geoff Rogers, to being named in this Target's Statement as Australian legal advisers to Panoramic;
- (b) KPMG, to the references to its name in this Target's Statement;
- (c) Morgans, to being named in this Target's Statement as Underwriter in connection with the Entitlement Offer;
- (d) Computershare Investor Services Pty Limited, to being named in this Target's Statement as Panoramic's share registrar; and
- (e) Azure Capital, to being named in this Target's Statement as financial adviser to Panoramic.

None of these persons have caused or authorised the issue of this Target's Statement, nor makes or purports to make any statement in this Target's Statement or any statement

on which a statement in this Target's Statement is based or takes any responsibility for any part of this Target's Statement, other than any reference to its name.

Each of the Directors has given and not withdrawn their consent to:

- (a) be named in this Target's Statement in the form and context in which they are named; and
- (b) statements attributable to them being included in this Target's Statement in the form and context in which they appear.

As permitted by ASIC Class Order 13/521, this Target's Statement may include or be accompanied by statements which are made in documents lodged with ASIC or ASX. Pursuant to the Class Order, provided this Target's Statement fairly represents such statements, the consent of the parties making those statements is not required for, and those parties have not consented to, the inclusion of such statements in this Target's Statement. Panoramic Shareholders may, during the Offer Period, obtain a copy of the documents (free of charge) in which the aforementioned statements appear (or in which statements based on those statements appear, as the case may be), or the relevant part(s) of any of those documents, by contacting the Panoramic Shareholder Information Line 1300 362 398 (for calls made from within Australia) or +61 2 8355 1004 (for calls made from outside Australia), on Monday to Friday between 9.00 am and 5.00 pm (AEDT).

In addition, as permitted by ASIC Corporations (Consents to Statements) Instrument 2016/72, this Target's Statement may include or be accompanied by statements fairly representing a statement by an official person, or statements from a public official document or a published book, journal or comparable publication.

As permitted by ASIC Corporations (Consents to Statements) Instrument 2016/72, this Target's Statement contains trading data sourced from Bloomberg without its consent.

#### **8.15 Competent Person's statement**

The information in this Target Statement that relates to Mineral Resources, Ore Reserves and Exploration Results is based on information compiled by John Hicks. Mr Hicks is a member of the Australasian Institute of Mining and Metallurgy and is a full-time employee and shareholder of Panoramic Resources Limited.

Mr Hicks has sufficient experience that is relevant to the style of mineralisation and types of deposits under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the Australasian Code for Report of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code 2012 Edition). Mr Hicks consents to (and has not withdrawn his consent to) the inclusion in the Target Statement of the matters based on the information in the form and context in which it appears.

#### **8.16 No other material information**

This Target's Statement is required to include all information that Panoramic Shareholders and their professional advisers would reasonably require to make an informed assessment whether to accept the Offer, but:

- (a) only to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in this Target's Statement; and
- (b) only if the information is known to any of the Directors.

The Directors are of the opinion that the information that Panoramic Shareholders and their professional advisers would reasonably require to make an informed assessment of whether to accept the Offer is the information contained in:

- (a) the Bidder's Statement (to the extent that the information is not inconsistent with or superseded by information in this Target's Statement);
- (b) Panoramic's releases to ASX before the date of this Target's Statement;
- (c) documents lodged by Panoramic with ASIC before the date of this Target's Statement; and
- (d) this Target's Statement.

The Directors have assumed, for the purposes of preparing this Target's Statement, that the information contained in the Bidder's Statement is accurate (unless they have expressly indicated otherwise in this Target's Statement). However, the Directors do not take any responsibility for the contents of the Bidder's Statement and are not to be taken as endorsing, in any way, any or all of the statements contained in it.

In deciding what information should be included in this Target's Statement, the Directors have had regard to:

- (a) the nature of the Panoramic Shares (being fully paid ordinary shares);
- (b) the matters which Panoramic Shareholders may reasonably be expected to know;
- (c) the fact that certain matters may reasonably be expected to be known to the professional advisers of Panoramic Shareholders; and
- (d) the time available to Panoramic to prepare this Target's Statement.

An aerial photograph of an industrial processing plant, likely a refinery or chemical plant, set against a backdrop of a vast, green, hilly landscape under a twilight sky. The plant features several large green-roofed buildings, a tall white distillation column, and a complex network of pipes and walkways. A large white number '09' is superimposed over the lower-left portion of the image.

09

**Approval of this  
Target's Statement**

## 9 Approval of this Target's Statement

This Target's Statement has been approved by a resolution passed by the Directors.  
Signed for and on behalf of Panoramic Resources Limited:

Date 9 December 2019

Signed for and on behalf of Panoramic Resources Limited  
By

Sign here ►   
Director

Print name Peter Sullivan

## Schedule 1 Dictionary

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### 1 Definitions and interpretation

#### 1.1 Definitions

The following defined terms in this Target's Statement have the meanings set out below.

**AEDT** means Australian Eastern Daylight Time.

**Announcement Date** means the date of the announcement of the Offer by IGO, being 4 November 2019.

**Approvals** means a licence, authority, consent, approval, order, exemption, waiver, ruling or decision.

**Assessment Date** means the date that is six weeks after the Announcement Date.

**Associate** has the meaning given under section 9 of the Corporations Act.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ABN 98 008 624 691) or, as the financial market, the Australian Securities Exchange, where the context requires.

**ASX Settlement** means ASX Settlement Pty Limited (ABN 49 008 504 532).

**ASX Settlement Operating Rules** means the operating rules of ASX Settlement.

**Azure Capital** means Azure Capital Pty Ltd (ABN 60 107 416 106).

**Bidder's Statement** means the replacement bidder's statement dated 22 November 2019 prepared by IGO in relation to the Offer.

**Board** means the Board of Directors of Panoramic.

**Business Day** means a day on which banks are open for business in Perth, Western Australia, excluding the days of Saturday, Sunday or public holidays.

**C\$** means Canadian dollars.

**Combined Entity** means the IGO Group following completion of the Offer, on the assumption that all the Panoramic becomes a wholly-owned Subsidiary of IGO.

**Corporations Act** means the Corporations Act 2001 (Cth) and any regulations made under that Act.

**Defeating Conditions** means the conditions of the Offer set out in section 12.8 of the Bidder's Statement and Attachment A of this Target's Statement.

**Directors** means the directors of Panoramic.

**EBIT** means earnings before interest and tax.

**EBITDA** means earnings before interest, tax, depreciation and amortisation.

**Employee Share Plan** means the Panoramic Resources Limited Incentive Options & Performance Rights Plan adopted by Panoramic at its annual general meeting on 21 November 2018.

**Enterprise Value** means, in relation to an entity, the sum of the market value of equity and debt of the entity, less any cash of the entity.

**Entitlement Offer** means the conditionally underwritten, pro-rata, accelerated non-renounceable entitlement offer of Panoramic Shares, announced by Panoramic on 5 December 2019, on the basis of one (1) new Panoramic Share for every six (6) Panoramic Shares held by eligible Panoramic Shareholders on 9 December 2019 at an issue price of \$0.30 per new Panoramic Share.

**FY** means a financial year ending 30 June.

**General Compulsory Acquisition** has the meaning given in Section 3.7 of this Target's Statement.

**Horizon Gold** means Horizon Gold Limited (ABN 27 614 175 923).

**IGO** means Independence Group NL (ABN 46 092 786 304).

**IGO Group** means IGO and its Related Bodies Corporate.

**IGO Share** means a fully paid ordinary share in the capital of IGO.

**Independent Expert** means KPMG.

**ISDA Master Agreement** means the master services agreement for derivatives published by the International Swaps and Derivatives Association.

**Inferred Resources** has the meaning given in the JORC Code.

**JORC Code** means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 edition.

**KPMG** means KPMG Corporate Finance, a division of KPMG Financial Advisory Services (Australia) Pty Ltd (ABN 43 007 363 215).

**Kt** means kilotonnes.

**Last Trading Date** means 5 December 2019.

**Listing Rules** means the official listing rules of ASX as amended or varied from time to time.

**Macquarie Bank** means Macquarie Bank Limited.

**Mineral Resources** has the meaning given in the JORC Code.

**Ni** means nickel.

**Ni.Eq.** means nickel equivalent.

**Offer** means the off-market takeover offer by IGO for Panoramic Shares under the terms and conditions contained in Section 12 of the Bidder's Statement.

**Offer Consideration** means the consideration offered for Panoramic Shares under the Offer, being one (1) IGO Share for every 13 Panoramic Shares held by a Panoramic Shareholder.

**Offer Period** means the period during which the Offer will remain open for acceptance in accordance with the terms and conditions of the Bidder's Statement.

**Operational Review** means Panoramic's review of its operations at Savannah, the results of which were announced to ASX on 4 December 2019, as more fully described in section 4.4 of this Target's Statement.

**Option** means an option to acquire a Panoramic Share.

**Ore Reserve** has the meaning given in the JORC Code.

**Panoramic** means Panoramic Resources Limited (ABN 47 095 792 288).

**Panoramic Group** means Panoramic and its Related Bodies Corporate.

**Panoramic Securities** mean Panoramic Shares, Options, or Performance Rights (as applicable) and Panoramic Security means any of the foregoing (as applicable).

**Panoramic Shareholder Information Line** means the information line established by Panoramic to answer questions from Panoramic Shareholders about the Offer.

**Panoramic Shareholders** means the holders of Panoramic Shares.

**Panoramic Shares** means fully paid ordinary shares in the capital of Panoramic.

**Performance Right** means a right to acquire a Panoramic Share in the future subject to the satisfaction of vesting conditions.

**PGM** means platinum group metals.

**Post Bid Compulsory Acquisition** has the meaning given in Section 3.7 of this Target's Statement.

**Prescribed Occurrences** has the meaning given to it in section 12.8(f) of the Bidder's Statement and which is set out in Attachment B of this Target's Statement.

**Public Authority** has the same meaning as given to it in the Bidder's Statement.

**Register Date** means 7.00 pm (AEDT) on 11 November 2019, being the date set by IGO under section 633(2) of the Corporations Act.

**Related Body Corporate** has the same meaning given in section 50 of the Corporations Act.

**Rights** means all accretions and rights attaching to Panoramic Shares after 11 November 2019 (including all rights to receive dividends and other distributions declared or paid and to receive or subscribe for shares, notes or options issued by Panoramic).

**Savanah** or **Savannah Project** means the mining project located in Western Australia, as described in section 4.1 of this Target's Statement and comprising (without limitation) tenements L80/64, M80/179, M80/180, M80/181, M80/182, M80/183, L80/52, L80/86 and M80/540.

**Savannah Facility Agreement** means the facility agreement between Panoramic and Macquarie Bank relating to Savannah, as summarised in section 8.2(a) of this Target's Statement.

**Savannah North** means the orebody referred to by Panoramic in its ASX announcements as the 'Savannah North' orebody and forming part of the Savannah Project.

**Security Interest** has the same meaning given in section 51A of the Corporations Act.

**Subsidiary** has the same meaning given in section 46 of the Corporations Act.

**Target's Statement** means this document and includes the Attachments to it.

**Third Party Proposal** has the meaning given in section 8.4 of this Target's Statement.

**Updated Feasibility Study** has the meaning given in section 4.1 of this Target's Statement.

**VWAP** means the volume weighted average price of Panoramic Shares sold on the ASX over the relevant period.

**Zeta** means Zeta Resources Limited (ABN 162 902 481).

**Zeta Loan** means the unsecured loan facility provided by Zeta to Panoramic as described in section 8.2(b) of this Target's Statement.

## 1.2 Interpretation

- (a) Unless otherwise specified, words and phrases have the same meaning given in the Corporations Act.
- (b) Where a term is defined, its other grammatical forms have a corresponding meaning.
- (c) A reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them.
- (d) Headings and bold type are for convenience only and do not affect the interpretation of this Target's Statement.
- (e) The singular includes the plural and vice versa.
- (f) Words importing any gender include all genders.
- (g) A reference to a person includes any company, partnership, joint venture, association, corporation or other body corporate.
- (h) Unless otherwise specified, a reference to a section or paragraph are to a section of or paragraph in this Target's Statement.
- (i) Unless otherwise specified, a reference to time is a reference to the time in Sydney, Australia.
- (j) Unless otherwise specified, a monetary amount is in Australian dollars.

## Attachment A Defeating Conditions of the Offer

(a) Minimum acceptance

At the end of the Offer Period, IGO has relevant interests in at least 50.1% of Panoramic Shares (on a fully diluted basis).

(b) Acquisition and disposals

Between the Announcement Date and the end of the Offer Period (each inclusive), neither Panoramic nor any of the subsidiaries:

- (i) acquires or disposes of, or enters into or announces any agreement for the acquisition or disposal of, any asset or business, or enters into corporate transaction, for an amount in aggregate greater than \$5 million; or
- (ii) disposes of, or enters into or announces any agreement for the disposal of, any tenement or any interest in any tenement.

(c) No litigation on foot or pending

Between the Announcement Date and the end of the Offer Period (each inclusive), no litigation against any member of the Panoramic Group which may reasonably result in a judgement of \$1 million or more is commenced, is threatened to be commenced, is announced, or is made known to IGO (whether or not becoming public) or Panoramic, other than that which is in the public domain as at the Announcement Date.

(d) No regulatory action

Between the Announcement Date and the end of the Offer Period (each inclusive):

- (i) there is not in effect any preliminary or final decision, order or decree issued by any Public Authority;
- (ii) no action or investigation is announced, commenced or threatened by any Public Authority; and
- (iii) no application is made to any Public Authority (other than by IGO or any Associate of IGO),

in consequence of, or in connection with, the Offer (other than an application to, or a decision or order of, or action or investigation by, ASIC or the Takeovers Panel in exercise of the powers and discretions conferred by the Corporations Act) which restrains, prohibits or impedes, or threatens to restrain, prohibit or impede, or materially impact upon, the making of the Offers and the completion of any transaction contemplated by the Bidder's Statement (including, without limitation, full, lawful, timely and effectual implementation of the intentions set out in section 7 of the Bidder's Statement) or which requires the divestiture by IGO of any Shares or any material assets of Panoramic or any subsidiary of Panoramic.

(e) IGO share price

The value of an IGO Share (when valued in connection with the Offer for the purposes of section 621(3) of the Corporations Act, as modified by ASIC Corporations (Minimum Bid Price) Instrument 2015/1068) is not below the

maximum consideration that IGO or an Associate provided, or agreed to provide for a Share under any purchase or agreement during the 4 months before the date of the Offer, multiplied by 13.

(f) No Prescribed Occurrences

Between the Announcement Date and the date three Business Days after the end of the Offer Period, none of the following Prescribed Occurrences (being the occurrences listed in section 652C of the Corporations Act) happen:

- (i) Panoramic converting all or any of the Shares into a larger or smaller number of shares under section 254H of the Corporations Act;
- (ii) Panoramic or a subsidiary of Panoramic resolving to reduce its share capital in any way;
- (iii) Panoramic or a subsidiary of Panoramic entering into a buyback agreement or resolving to approve the terms of a buyback agreement under sections 257C(1) or 25D(1) of the Corporations Act;
- (iv) Panoramic or a subsidiary of Panoramic making an issue of Shares or granting an option over the Shares or agreeing to make such an issue or grant such an option;
- (v) Panoramic or a subsidiary of Panoramic issuing, or agreeing to issue, convertible notes;
- (vi) Panoramic or a subsidiary of Panoramic disposing or agreeing to dispose, of the whole, or a substantial part, of its business or property (excluding, for the avoidance of doubt, the disposal of the shares in Panoramic PGMs Canada Limited as previously announced by Panoramic);
- (vii) Panoramic or a subsidiary of Panoramic granting, or agreeing to grant, a Security Interest in the whole, or a substantial part of its business or property;
- (viii) Panoramic or a subsidiary of Panoramic resolving that it be wound up;
- (ix) the appointment of a liquidator or provisional liquidator of Panoramic or a subsidiary of Panoramic;
- (x) the making of an order by a court for the winding up of Panoramic or a subsidiary of Panoramic;
- (xi) an administrator of Panoramic or a subsidiary of Panoramic being appointed under sections 436A, 436B or 436C of the Corporations Act;
- (xii) Panoramic or a subsidiary of Panoramic executing a deed of company arrangement; or
- (xiii) the appointment of a receiver, receiver and manager, other controller (as defined in the Corporations Act) or similar official in relation to the whole, or a substantial part, of the property of Panoramic or a subsidiary of Panoramic.

(g) No distributions

Between the Announcement Date and the end of the Offer Period (each inclusive), Panoramic does not announce, make, declare or pay any distribution (whether by way of dividend, capital reduction or otherwise and whether in cash or in specie).

(h) Production guidance

Between the Announcement Date and the end of the Offer Period (each inclusive), Panoramic does not announce that its FY2020 forecast production guidance for Savannah as set out in Panoramic's announcement of 3 September 2019 titled 'Savannah Operations Updated & Further Amendments to Project Loan Facility' has been, or is expected to be, revised downwards.

(i) Savannah Financing Agreement

Between the Announcement Date and the end of the Offer Period (each inclusive):

- (i) there is no breach of, or any event of default, cancellation event, prepayment event or similar event under the Savannah Financing Agreement;
- (ii) there are no amendments made to, or waivers, standstills or similar indulgences granted by the lender under (including, without limitation, in respect of any financial covenants) the Savannah Financing Agreement; and
- (iii) no notices or demands have been served on Panoramic or any member of the Panoramic Group in relation to default or non-compliance under the Savannah Financing Agreement.

(j) No persons entitled to exercise rights under certain agreements or instruments

Between the Announcement Date and the end of the Offer Period (each inclusive), there is no person entitled to exercise, exercising or purporting to exercise, stating an intention to exercise (whether or not that intention is stated to be a final or determined decision of that person), or asserting a right to exercise, any rights under any provision of any agreement or other instrument to which Panoramic or any member of the Panoramic Group is a party, or by or to which Panoramic or any member of the Panoramic Group or any of its assets or businesses may be bound or be subject, which results, or could result, to an extent to which is material in the context of the Panoramic Group taken as a whole, in:

- (i) any moneys borrowed by Panoramic or any member of the Panoramic Group being or becoming repayable or being capable of being declared repayable immediately or earlier than the repayment date stated in such agreement or other instrument;
- (ii) any such agreement or other such instrument being terminated or modified or any action being taken or arising thereunder;
- (iii) the assets of Panoramic or any member of the Panoramic Group being sold, transferred or offered for sale or transfer, including under any pre-emptive rights or similar provisions; or
- (iv) the business of Panoramic or any member of the Panoramic Group with any other person being adversely affected.

## (k) Equal access

Between the Announcement Date and the end of the Offer Period, Panoramic promptly, and in any event within two Business Days, provides to IGO a copy of all information that is not generally available (within the meaning of the Corporations Act) relating to Panoramic or any of its subsidiaries, or their respective assets, liabilities or operations, that has been provided by Panoramic or any of its directors, officers, agents or representatives to any person other than IGO, other than in the ordinary course of ordinary business, including (without limitation) for the purposes of soliciting, encouraging or facilitating any proposal with respect to:

- (i) a takeover bid for, or scheme of arrangement proposed by, Panoramic under the Corporations Act;
- (ii) the acquisition by that person or an Associate of substantially all the assets and operations of Panoramic;
- (iii) any transaction having a similar economic effect to a transaction contemplated by paragraph (1) or (2) above; or
- (iv) the acquisition by that person or an Associate of any interest in Savannah.

## (l) Technical Expert report

Commencing no later than the fifth Business Day after the date of IGO's Statement, either Snowden Group or SRK Consulting (the Technical Expert) is provided by Panoramic with access to Savannah at such time as Savannah is in operation (including, but not limited to, relevant operational sites, operating information and management personnel involved in Savannah) for the purposes of enabling the Technical Expert to conduct an investigation into the past and prospective performance of Savannah so that the Technical Expert may complete the investigation and report to Panoramic (at Panoramic's cost), with a copy of such report being provided to IGO and the report (or all aspects of the report that a reasonable person would expect to have a material effect on the price of shares) being released by way of an announcement to ASX), on or before the Assessment Date, that in the opinion of the Technical Expert (acting reasonably):

- (i) the surface infrastructure, property, plant and equipment at Savannah are capable of operating at 1 million tonnes per annum;
- (ii) the underground operations at Savannah are capable of delivering the volume of ore to the Savannah mill as presented in Figure 3 of the Updated Feasibility Study;
- (iii) Savannah is capable of producing metal in concentrate, as presented in Figure 4 of the Updated Feasibility Study;
- (iv) Savannah's remaining life of mine is consistent with the life of mine presented in Figure 4 of the Updated Feasibility Study after accounting for production since Savannah's recommencement of mining in late 2018; and
- (v) the tailings storage facility at Savannah has been developed and is being maintained in accordance with the mandatory requirements of the "Code of Practice for Tailings Storage Facilities in Western Australia" issued by the Department of Mines and Petroleum and the "Guidelines on Tailings Dams - Planning, Design, Construction, Operation and Closure" issued by the

Australian National Committee on Large Dams Incorporated, in each case as in effect as at the date of this Offer.

(m) Target's Statement confirmations

Panoramic states, after due enquiry, in its Target's Statement or in an announcement to ASX before the date of the Target's Statement, which statement is expressed to be made with the approval of the directors of Panoramic, that:

- (i) the mining of development ore from Savannah North has commenced and the date on which it commenced (or, if the Target's Statement is released before the end of November 2019, Panoramic releases an announcement to ASX prior to the end of November 2019 confirming that the mining of development ore from Savannah North has commenced);
- (ii) Panoramic's FY2020 forecast production guidance for Savannah is as set out in Panoramic's announcement of 3 September 2019 titled 'Savannah Operations Updated & Further Amendments to Project Loan Facility';
- (iii) there has been no change to the statement in the Updated Feasibility Study that the average sustaining cash costs of Savannah, over the life of mine, are no greater than US\$3.50 per payable pound (at the same assumptions used in the Updated Feasibility Study);
- (iv) Panoramic is in material compliance with all applicable approvals, permits and licences that are material to the operation of Savannah;
- (v) Panoramic and each member of the Panoramic Group are in compliance with the Savannah Facility Agreement and that no waivers, standstills or similar indulgences have been granted by the lender under the Savannah Facility Agreement subsequent to its amendment on 2 September 2019;
- (vi) there are no outstanding claims made by Panoramic or any member of the Panoramic Group (or any person on behalf of Panoramic or any member of the Panoramic Group) under an insurance policy held by Panoramic or a member of the Panoramic Group;
- (vii) neither Panoramic nor any member of the Panoramic Group is subject to a threatened or outstanding claim by any person for an amount greater than \$1 million; and
- (viii) Panoramic is able to continue as a going concern without the requirement to raise any additional capital,

and each such statement is not varied, revoked or qualified before the end of the Offer Period.

(n) Capital expenditures

Between the Announcement Date and the end of the Offer Period (each inclusive), Panoramic does not:

- (i) incur, commit to incur or announce a requirement to incur an amount of capital expenditure in excess of \$5 million; or
- (ii) announce the happening of an event that would require an amount of capital expenditure in excess of \$5 million to remedy the effects of such event,

other than:

- (iii) capital expenditure that has been announced by Panoramic before the Announcement Date as intended to be incurred or committed (including in the Updated Feasibility Study); or
- (iv) capital expenditure in the day-to-day operating activities of the business of Panoramic and its subsidiaries conducted in the same manner as before the Announcement Date.

(o) No material adverse change

(i) Between the Announcement Date and the end of the Offer Period (each inclusive) none of the following occurs:

- (A) an event, change, condition, matter or thing occurs or will or is reasonably likely to occur;
- (B) information is disclosed or announced by Panoramic concerning any event, change, condition, matter or thing that has occurred or is reasonably likely to occur; or
- (C) information concerning any event, change, condition, matter or thing that has occurred or is reasonably likely to occur becomes known to IGO (whether or not becoming public),

(each of (A), (B) and (C) a **Specified Event**) which, whether individually or when aggregated with all such events, changes, conditions, matters or things that have occurred or are reasonably likely to occur, has had or would be considered reasonably likely to have:

- (D) a material adverse effect on the business, assets, liabilities, financial or trading position, profitability or prospects of the Panoramic Group taken as a whole; or
- (E) without limiting the generality of paragraph(o)(i)(D);
  - the effect of a diminution in the value of the consolidated net assets of the Panoramic Group, taken as a whole, by at least \$5 million against what it would reasonably have been expected to have been but for such Specified Event; or
  - the effect of a diminution in the consolidated earnings before interest and tax of the Panoramic Group, taken as a whole, by at least \$2.5 million in any financial year for Panoramic Group against what they would reasonably have been expected to have been but for such Specified Event.

(ii) For the purposes of paragraph (o)(i), IGO shall not be taken to know of information concerning any event, change, condition, matter or thing before the Announcement Date, unless the information has been disclosed by Panoramic in its public filings with the ASX before the Announcement Date.

## Attachment B Panoramic ASX announcements

The following announcements have been lodged on Panoramic's ASX platform between 30 August 2019 and the Last Trading Date (inclusive of both dates):

DATE	TITLE
3 September 2019	Trading Halt
3 September 2019	Savannah Operations Update and Project Loan Amendments
3 September 2019	Sale of Thunder Bay North Project - Amending Agreement
5 September 2019	Underwritten Pro-Rata Rights Issue
5 September 2019	Entitlement Offer Booklet
5 September 2019	Capital Raising – Appendix 3B
5 September 2019	Cleansing Statement
5 September 2019	Investor Presentation
6 September 2019	Eligible Shareholder Letter
12 September 2019	Entitlement Offer – Dispatch of Offer Booklet
12 September 2019	Ineligible Shareholder Letter
18 September 2019	Underwritten Pro-Rata Rights Issue - Closing Date Reminder
25 September 2019	Pro-Rata Entitlement Offer Closure and Notice of Shortfall
30 September 2019	Pro-rata Entitlement Offer - Appendix 3B
30 September 2019	Mineral Resources and Ore Reserves as at 30 June 2019
30 September 2019	Change in substantial holding from ZER
2 October 2019	Appendix 3Y - B Phillips

DATE	TITLE
3 October 2019	Sale of Thunder Bay North - Definitive Agreement Extension
4 October 2019	Chairman to Retire at 2019 AGM
8 October 2019	New Non-Executive Director
8 October 2019	Appendix 3X - Gillian Swaby
10 October 2019	Savannah North Drilling and Development Update
11 October 2019	Preliminary September 2019 Quarterly Statistics
15 October 2019	Paydirt Australian Nickel Conference Presentation
18 October 2019	2019 Annual Report
18 October 2019	Appendix 4G - Corporate Governance Statement
18 October 2019	Notice of 2019 Annual General Meeting/Proxy Form
23 October 2019	New Managing Director and CEO Appointed
30 October 2019	Chief Financial Officer to Retire
31 October 2019	Quarterly Report to 30 September 2019
4 November 2019	Board Restructure
4 November 2019	IGO: Off-market Takeover Bid for Panoramic Resources
4 November 2019	IGO: Bidder's Statement
4 November 2019	IGO: Investor Presentation - Takeover Bid for PAN
4 November 2019	Response to IGO Bid
4 November 2019	IGO: Notice of people to whom information is to be sent
4 November 2019	Becoming a substantial holder from IGO

DATE	TITLE
6 November 2019	Thunder Bay North – New Extension of Definitive Agreement
8 November 2019	Statement by Zeta Resources on IGO Takeover Offer
11 November 2019	Trading Halt
12 November 2019	ZER: Amended ZER Response to IGO Takeover Offer
12 November 2019	Update on unsolicited Takeover Offer
12 November 2019	Appendix 3X – Victor Rajasooriar
12 November 2019	Appendix 3Z – Peter Harold
13 November 2019	Suspension from Official Quotation
14 November 2019	Update on Savannah Project and IGO Offer
14 November 2019	Reinstatement to Official Quotation
14 November 2019	IGO: Update on Off-market Takeover Offer for Panoramic
14 November 2019	Acknowledgement of ASX Announcement
20 November 2019	2019 AGM – Chairman's Address
20 November 2019	2019 AGM Presentation
20 November 2019	Results of 2019 AGM
21 November 2019	Appendix 3Z – Brian Phillips
22 November 2019	Update on IGO Offer and Due Diligence
22 November 2019	IGO: Update on Off-market Takeover Bid for PAN
22 November 2019	IGO: 1 <sup>st</sup> Supplementary Bidder's Statement (marked-up replacement)
22 November 2019	IGO: Replacement Bidder's Statement

DATE	TITLE
25 November 2019	Horizon Gold Management Agreement Extended
25 November 2019	Update on IGO Offer, Operational Review and Funding
25 November 2019	Completion of Dispatch of Replacement Bidder's Statement
3 December 2019	MD Presentation at Macquarie WA Forum
4 December 2019	Savannah North Update and Operational Review Outcomes
5 December 2019	Trading Halt
5 December 2019	Board Unanimously Recommends Rejection of IGO Offer
5 December 2019	Entitlement Offer
5 December 2019	Investor Presentation
5 December 2019	Cleansing Statement
5 December 2019	Appendix 3B – Capital Raising
6 December 2019	Entitlement Offer – Separate ASX Code

## Attachment C Broker consensus information

Section 1 of this Target's Statement contains information in relation to certain broker consensus information. The table below sets out the methodology used in compiling this information and other relevant information in this regard.

Type	COMMENT
IGO broker valuation	<ul style="list-style-type: none"> <li>• A total of 8 broker reports were available</li> <li>• The date range for the reports was 22 Oct 2019 to 4 Nov 2019</li> <li>• NAV/share was between \$4.30 and \$6.13</li> <li>• The criteria used to select the broker reports are as follows:               <ul style="list-style-type: none"> <li>○ All broker reports within the last 2 months included</li> <li>○ No broker reports or NAV valuations were excluded</li> </ul> </li> </ul>
Western Areas broker valuation	<ul style="list-style-type: none"> <li>• A total of 7 broker reports were available</li> <li>• The date range for the reports was 23 Oct 2019 to 24 Oct 2019</li> <li>• NAV/share was between \$2.72 and \$3.59</li> <li>• The criteria used to select the broker reports are as follows:               <ul style="list-style-type: none"> <li>○ All broker reports within the last 2 months included</li> <li>○ No broker reports or NAV valuations were excluded</li> </ul> </li> </ul>
OZ Minerals broker valuation	<ul style="list-style-type: none"> <li>• A total of 6 broker reports were available</li> <li>• The date range for the reports was 16 Oct 2019 to 13 Nov 2019</li> <li>• NAV/share was between \$9.67 and \$12.92</li> <li>• The criteria used to select the broker reports are as follows:               <ul style="list-style-type: none"> <li>○ All broker reports within the last 2 months included</li> <li>○ No broker reports or NAV valuations were excluded</li> </ul> </li> </ul>
Sandfire Resources broker valuation	<ul style="list-style-type: none"> <li>• A total of 7 broker reports were available</li> </ul>

Type	COMMENT
	<ul style="list-style-type: none"> <li>• The date range for the reports was 24 Oct 2019 to 31 Oct 2019</li> <li>• NAV/share was between \$5.33 and \$7.33</li> <li>• The criteria used to select the broker reports are as follows:               <ul style="list-style-type: none"> <li>○ All broker reports within the last 2 months included</li> <li>○ No broker reports or NAV valuations in that period were excluded</li> </ul> </li> </ul>
P/NAV	<ul style="list-style-type: none"> <li>• Individual brokers vary in the assumptions utilised to calculate the NAV. These include, but are not limited to:               <ul style="list-style-type: none"> <li>○ Discount rate</li> <li>○ Commodity pricing</li> <li>○ Foreign exchange rates</li> <li>○ Production forecasts</li> </ul> </li> </ul>
Nickel price	<ul style="list-style-type: none"> <li>• A total of 27 available broker forecasts were used</li> <li>• The long-term price was between US\$16,371/t to US\$19,824/t</li> <li>• The criteria used to select the broker reports are as follows:               <ul style="list-style-type: none"> <li>○ All broker forecasts within the last 2 months included</li> <li>○ No broker forecasts in that period were excluded</li> </ul> </li> </ul>





  
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